MARVEL MASTERWORKS®
CAPTAIN AMERICA®
VOLUME 8

CAPTAIN AMERICA Nos. 160-175
STEVE ENGLEHART & SAL BUSCEMA

MARVEL

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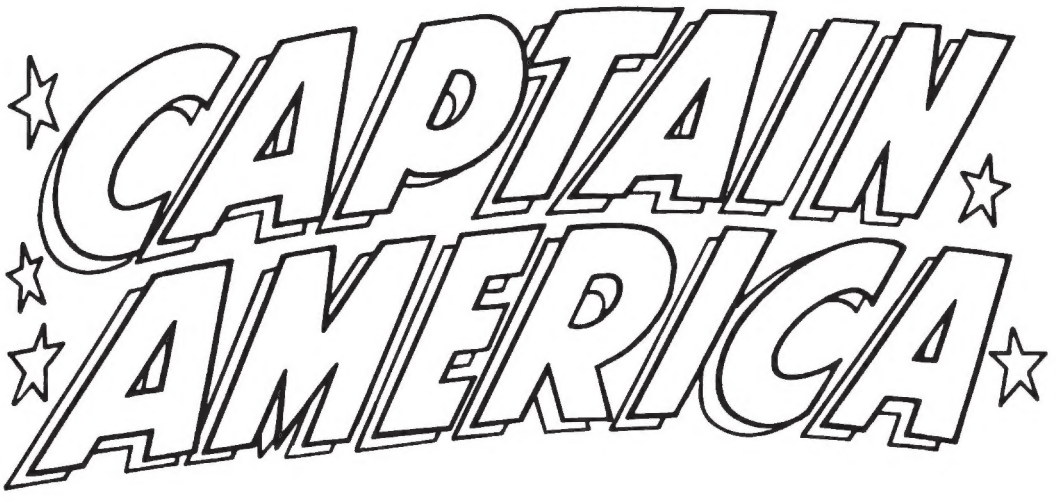
PRESENTS



VOLUME 8

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CAPTAIN AMERICA Nos. 160-175

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Nos. 160-175

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MARVEL MASTERWORKS
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INTRODUCTION
BY STEVE ENGLEHART

Comics is a periodical medium. Once a character is created, he lives on, month by month; at first the creators, and then others, chronicle the character's life. Creation is essential, obviously, but people don't always get everything right the first time, so those who come later can sometimes improve on the original. I can say that because I created Star-Lord, but only did one issue before leaving Marvel. It fell to others who came afterward to take the edges off him, and every time someone says "You created Peter Quill," I say "Yes, I did, but here's the whole story…"

Captain America was a huge sensation when Joe Simon and Jack Kirby created him, but not long after World War II ended, Cap was cancelled. He stood for something that was also cancelled: the 1940s' wartime spirit. An attempt to revive *Captain America* in 1953 lasted all of three issues. Eventually, he came back in the Marvel Age, but never reached the peaks other heroes did because he was one-dimensional. His book was facing another cancellation when I got a crack at him. I really wanted to find a way to turn things around, and we saw how that happened in the previous Captain America *Masterworks*. I moved him off his singular reason for existence, as a symbol of American military power, a power that was not popular at the time—the Vietnam War adversely affected the lives of the majority of readers and their families. I made Cap symbolize American *ideals*, reminding us all of what we learned as young Americans. Six months later, *Captain America* was climbing back up Marvel's sales charts.

So I thought I'd figured Cap out. As far as I could see then, my job was to keep the series and its hero right in that sweet spot. But then American *reality* came barging back to the fore, and we were all living in the middle of it, and I wrote what's in this *Masterworks*: Defining Captain America, Phase 2.

It began in the sweet spot, as a book about super heroes…

#160—The cover reads *Captain America and the Falcon*, but the imbalance Cap's new super-strength created in their partnership was getting the Falcon down. Steve Rogers had found peace but the Falcon was moving in the other direction, and so, as it happened, was Sharon Carter. From the start, I'd accepted all the supporting characters as important to Cap's world, and now they received their own extended storylines.

#161—Well, Cap tried to work it out with Falc, and pretty much did. The Falcon was always practical, and though he felt the wave of Black Power passing over the land, he also saw that black/white was a simplistic way to see things. He was always his own man, never a "sidekick," and as his own man he thought working with Captain America was worth it.

The mystery of Sharon Carter, on the other hand, was a whole lot more complicated.

#162—And the mystery's solution reveals Peggy Carter, the woman Cap had loved in World War II and older sister of Cap's current girlfriend, Sharon Carter. I'd love to keep that a secret 'til you read the story, but considering how important Peggy has become in the Marvel Cinematic Universe, I've kinda gotta go there.

Some seven years earlier, *Tales of Suspense* #77 featured a story about Peggy and Cap during WWII. When I was first marrying together Cap's '40s and '70s lives, I thought of Peggy—young then, old now, while Cap had stayed the same—as the ultimate expression his unique situation. So I made Peggy an essential part of Cap's world. Now, I'd be lying if I thought she'd get a television series out of it—first, because in those days nobody ever thought comics would become TV series, let alone movies; and second, because she was always a supporting character. Nevertheless, now that she's been reintroduced to the title, she becomes another *important* supporting character, and as we follow her through her the succeeding stories we'll find that she has the heart of a heroine.

#163—Personal history: When I graduated college, I went into the Army because that's what most young men had to do. What I learned there, from people who'd seen war first-hand, convinced me that it was nothing I could participate in. I applied for conscientious objector status, and after sixteen months I got my honorable discharge.

About a year later I was writing *Captain America*, so I felt it incumbent upon me to introduce a conscientious objector into the book, as a voice for that point of view. I also felt it incumbent upon me to give voice to other points of view as well, primarily through the war-shaped vision of Peggy Carter. The result was a good character read, topped off by the Falcon getting the spotlight. Everybody here was important; we'd left the era of "Captain America…& background" far behind.

#164—Time to start a new epic. But at the same time, I'd been wanting to do something with my good friend Alan Weiss. So we gave Sal Buscema, who was doing both this book and *The Defenders* with me, a break, and Alan helped kick off the new arc.

Alan, Jim Starlin (who colored the issue), and I were three musketeers in those days. Alan had things he liked to draw, definitely including girls and weird monsters, so we started from there and worked our way outward. You'll see the result. It's too bad for the rest of us that Alan never wanted to draw a regular monthly book. His output, were it collected (as it should be), would be mostly one-shots and miniseries from many times and places. I'm just glad he did this one-shot, which introduced someone who's become a solid Marvel villain: the well-dressed Miss Nightshade.

If she'd been wearing this outfit in a normal Marvel comic of the time…she probably wouldn't have been wearing this outfit. But as drawn by Alan, there was never a question of censoring her. In his hands it looks like exactly what she should be wearing.

#165—Anyway, now we return to our regularly scheduled Sal Buscema, who, as I've said before, is a major component in my being the writer I was becoming. He could draw anything I imagined, no matter what. He could not, however, imagine that Nick Fury would be wearing furs at the end of Alan's issue because he started drawing his issue before Alan finished his.

We're roaring right into the Yellow Claw story, so let me begin by saying that to me, the Yellow Claw is a super villain, not a *Chinese* super villain—the same way Doctor Doom is not a *Latverian* super villain. They're just super-villains. But it is a fact that the Yellow Claw is one of two Marvel versions of Fu Manchu, who draws his villainy from an earlier, more racist age. Fu Manchu was the Yellow Peril incarnate—singular, all-powerful. Imitators are imitations and so like Fu, the Yellow Claw seeks to restore a past that is lost to him. The thing is, it *is* lost. Is there racism today? Of course there is. But Fu Manchu, *to me*, is a very well-written and evocative series from well before World War I; it comes from the museum. So no matter how much Fu Manchu proclaims his Manchu Chinese heritage, and how diabolically he pursues it, I focus on the "diabolical," not the Chinese. Your mileage may vary.

Anyway, here and now, we're focused on the Yellow Claw, and I do wish he'd been given a different name when he debuted in anti-alien 1956. But hey, he establishes his super-villain credentials while Cap's engaged in a tender moment—which now includes his girlfriend's older sister, his girlfriend from the past. The Falcon's life also moves forward, but so does the Yellow Claw's plot.

#166—However, a month later, in April '73, I was writing this issue, to be published in July with an October cover date. And in April '73, President Richard Nixon's top White House staffers, H.R. Haldeman and John Ehrlichman, as well as Attorney General Richard Kleindienst resigned over the scandal caused by the burglary at Democratic Party headquarters in Washington, D.C., a hotel called the Watergate. White House counsel John Dean was fired. And all of America said "Whoa!"

In April '73, I had my first thought of Captain America facing a corrupt American government. I was allowed to think about a corrupt American government—as a *Captain America* plot device—because

Roy Thomas had given me complete creative freedom and Sal Buscema had given me complete artistic freedom. People ask me if there was any censorship in what was to become "The Secret Empire" saga. There was none.

So, someone's attacking Cap in the newspapers (a more powerful concept then than now). Meanwhile, the Claw's plan bears fruit, but the story lends itself more to the personal lives of our leads, and as Steve Rogers spends more time than usual out of costume, Sam Wilson spends more time in costume.

#167—In May '73, the Yellow Claw hires white guys and prays to Egyptian gods. He's metro-super-villainous. And what are we going to do about Peggy?

Also in May '73, the Senate Watergate committee began its nationally televised hearings. This meant that every day, all of America could watch live the deliberations of manifestly serious high officials with bi-partisan credibility as they considered charges of impeachment against the President of the United States. There were Republicans and Democrats on the committee, but they disagreed with the polish of Senators, and the unspoken agreement that they'd play by the rules. All of America watched.

Me, I said not another word about Cap vs. his government, because I realized then that if this was happening in the real America, and Captain America was supposed to exist in the real America, he could not fail to react to it. As the one-and-only writer of *Captain America*, I *had* to do a Cap vs. his government story. And it occurred to me that if I were going to go there, I'd better bring the goods, so that required some contemplation.

#168—In June '73, I went out and spent a month with Alan Weiss in his hometown of Las Vegas, and the desert around it, where I became acquainted with the Native American coyote stories—while watching the Watergate hearings—while continuing my writing chores. That month, I added *Special Marvel Edition* with the debut of Shang-Chi: Master of Kung Fu, so one of my regular books had to give way. I chose *Cap*, because I the more I thought about "Cap/Gov," the more time I wanted to think.

The fill-in was written by Roy and Tony Isabella, probably plotted by Roy because of the Baron Zemo connection. You can tell it's a fill-in because no one's personal life moves forward, but as an action tale it's both clever and fun—a solid super-hero book.

In June '73, John Dean told Watergate investigators that he discussed the Watergate cover-up with President Nixon at least 35 times, and his intention to say so was presumably why he was fired. Prosecutors, meanwhile, found a memo addressed to John Ehrlichman describing in detail the plans to burglarize the office of whistleblower Daniel Ellsberg's psychiatrist.

#169—In July '73, I decided to move to California. I had to figure how to do that while maintaining my schedule. The answer was plotting the beginning of "Cap/Gov" and writing the opening half of it, then getting my old friend Mike Friedrich, who already lived in California, to dialogue the rest.

I must say, the Falcon seems to go back and forth between partnership and independence on a regular basis. The plotter better have a real idea for bringing Black Panther into this thing, because Falc is supposed to be a real part of this book.

In July '73, Alexander Butterfield, former presidential appointments secretary, revealed that since 1971 Nixon had recorded all conversations and telephone calls in his offices. Naturally, everyone in America wanted to hear them because they'd prove the President's innocence or guilt. Nixon refused to turn over the tapes.

#170—In August '73, I continued to work with Mike on writing the book, where, step by step, people who didn't play by societal rules were lying their way into power. It was exhilarating to figure out how they'd do it—as it must have been to the President and his men when they did it.

In August '73, pressure was building on Nixon to give up the tapes, but he thrived on resisting pressure, figuring he could outstare everybody.

Meanwhile, in faraway Wakanda, Leila got a plotline of her own (!) and the Falcon took his great leap forward.

#171—In September '73, Mike and I had the co-author thing down, so I moved to California without any problems. Cap realized the sheer size of the conspiracy against him, and realized how alone he was against it.

In September '73, pressure became almost unbearable on Nixon to give up the tapes, but Nixon continued to stonewall. The country was hanging on every day's news.

#172—In October '73, I went back to full-time scripting. And as this storyline winds tighter and tighter, I'm inclined to just let it unfold in the pages ahead, rather than kibbitz about it here.

I will note that at this point we entered the brief period when Marvel's solution to a reduction in story pages was to have two pages drawn on one sheet of paper, paying for them as a single page, and then blowing them up and publishing them as two pages. It's usually pretty easy to tell where that happened, as I think you'll see.

And I'll remind you that at this time, the X-Men were a failed concept, so no one else was using them.

In October '73, Spiro Agnew resigned as Vice President due to corruption charges from his time as the governor of Maryland; Gerald Ford was nominated to replace him. In the "Saturday Night Massacre," Nixon fired the special prosecutor (because he worked for the Justice Department, which worked for Nixon). Attorney General Elliot Richardson and Deputy Attorney General William Ruckelshaus resigned in protest. Pressure for impeachment mounted in Congress as well as the public. Nixon was finally beginning to crumble.

#173—In November '73, I managed to wrap up a dangling plotline from The Beast's run in *Amazing Adventures* while fleshing out the conspiracy, and made sure to keep the villains, devious as they were, fully suitable for comic books. I was writing the gestalt, not a news story.

In November '73, Nixon declared, "I'm not a crook!" and turned over some of the tapes, but not all.

#174—In December '73, Nixon couldn't explain why there was an 18-and-a-half minute gap on one of the tapes.

#175—In January '74, I wrote a story that would be published in April '74. It was the climax of the "Cap/Gov" epic.

In May '74, impeachment proceedings began.

But comics is a periodical medium, so Cap's life kept unfolding, and in the next Captain America *Masterworks*, we will witness the third and final phase of his transformation into the character we know today, as we learn who Steve Rogers really is, and meet…The Nomad.

2015

Steve Englehart likes finding new things to do, and the creative freedom to do them.

CAPT. AMERICA
MARVEL COMICS GROUP™
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20¢
160
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02453
CAPTAIN AMERICA™
AND
THE FALCON™
I'VE DONE IT!
I'VE HARNESSED THE POWER OF THE SUN!
NOW NOTHING CAN STOP ME! NOTHING!
CALL HIM... SOLARR!

Stan Lee PRESENTS: CAPTAIN AMERICA, AND THE FALCON™

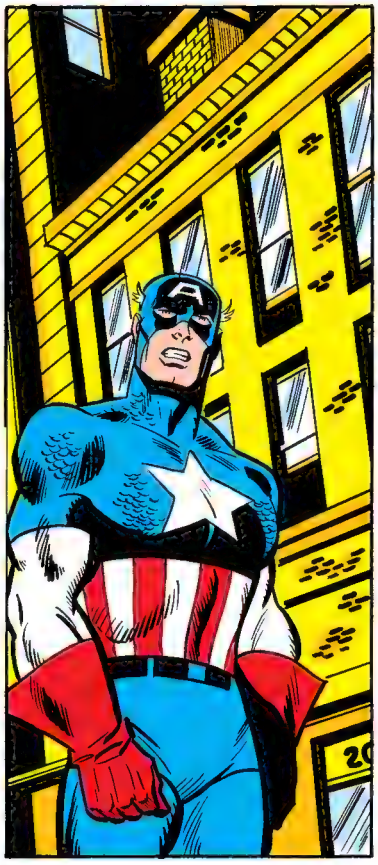
STAINLESS STEVE ENGLEHART *author* • OUR PAL SAL BUSCEMA *artist*
FRANK McLAUGHLIN *inker* • ARTIE SIMEK *letterer* • PETRA GOLDBERG *colorist* • ROY THOMAS *editor*

ENTER: SOLARR!
(GEE, I'VE ALWAYS WANTED TO DO ONE OF THOSE TITLES!--S.E.)
AH, BUT DOWN TO BUSINESS...
WATCH IT, FALC! THEY'VE GOT SOME SORT OF FANTASTIC BAZOOKA!
PUBLIC SHELTER
HOW CAN HE DO THAT? THAT'S AN ARMOR-PIERCING SHELL--
--AND IT DIDN'T EVEN FAZE HIM!
AMMO

THAT'S 'CAUSE YOU'RE DEALING WITH THE, NEW, SUPER-STRONG CAPTAIN AMERICA, BIG BOY!
POW
--AND HIS SAME-AS-EVER-STRONG SHIELD!
YOU TELL 'EM, PARTNER! IT'S ONLY RIGHT THEY SHOULD KNOW--
--SINCE IT WAS THE COWLED COMMANDER'S FLUNKY, THE VIPER, WHO INADVERTANTLY INJECTED ME WITH THE HERBS--
--HERBS THAT MIXED WITH CHEMICALS LEFT IN MY BLOOD FROM THE EXPERIMENT THAT MADE ME CAPTAIN AMERICA--
--TO GIVE ME MY ADDED POWER--
--AND THESE DIE-HARDS ARE THE LAST OF THE COWLED COMMANDER'S CRIME WAVE!
KOM
THREE AT ONCE! HE AINT HUMAN NO MORE!
OH NO! I'M PLENTY HUMAN, I WATCH "ALL IN THE FAMILY" JUST LIKE EVERYBODY ELSE.
STEP ON IT, FREDDY! I DON'T LIKE THE WAY HE'S LOOKING AT US!

JUST GETTING A GOOD BEAD ON YOUR TRUCK, MEN!
FFIT!
EEERRK!
C'MON, C'MON, YOU CLOWN! GET IT IN GEAR! THIS IS NO TIME TO TEST THE BRAKES!
I DIDN'T, YOU FREAKING LOUDMOUTH! IT STOPPED BY ITSELF!
I HOPE YOU GUNSELS REALIZE HOW LUCKY YOU ARE--
--BEING THE FIRST ON YOUR BLOCK TO SEE THE NEW CAPTAIN AMERICA IN ACTION!
RELAX, FREDDY! THIS IS AN ARMORED CAR!
ALL WE'RE GOING TO SEE IS HIM GETTING A HERNIA!
OH LORDY!
RRIP!

NOW I KNOW HOW THOR MUST FEEL--
OH, DON'T WORRY! I'M NOT AS STRONG AS HE IS--
--BUT I STILL HAVE TO LEARN TO PULL MY PUNCHES!
WAM!
BAM!
THAT'S QUITE A SHOW YOU PUT ON, CAP. LOOKS LIKE YOU REALLY GET INTO YOUR NEW POWER NUMBER.
OH-- FALC!
YES, I GUESS I DO. IT'S SUCH A CHANGE AFTER AFTER ALL THOSE YEARS OF BEING JUST ANOTHER COSTUMED ATHLETE.
YEAH. GREAT. WELL, I HOPE YOU AND YOUR NEW-FOUND STRENGTH WILL BE VERY HAPPY TOGETHER!
FALCON? WAIT A MINUTE--
NOT NOW, CAP! AFTER WATCHING YOU WIPE UP FIVE GUYS TO MY ONE--
I AM NOT IN THE MOOD!



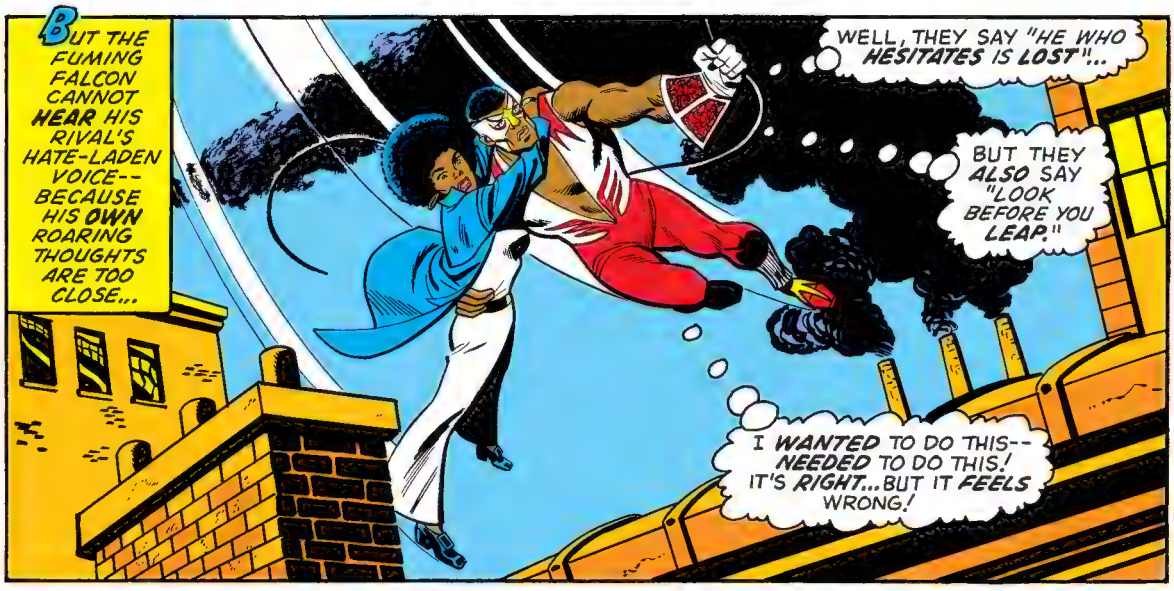
I WAS GLAD FOR HIM, REDWING--REALLY PROUD THAT MY PARTNER SNAPPED UP SOME SUPER-STRENGTH!
BUT--I DON'T KNOW--SOMETHING HAPPENED WHEN HE DID ALL THOSE DUDES IN!

I FELT...OKAY, I FELT INFERIOR--AND THAT'S NOT THE WAY THIS MAN WANTS TO FEEL!
'COURSE, I WOULDN'T BE ANY KIND OF HERO IF HE HADN'T TAUGHT ME ALL HE KNEW.* I'D HAVE BEEN A LOT LESS THAN I AM WITHOUT HIM.
BUT NOW, HE'S SO MUCH MORE--THAN US "COSTUMED ATHLETES"!
*AS CHRONICLED IN CAP #118.--ROY.

I'M AS GOOD AS I EVER WAS, BUT--AHH, LOOK AT ME: POURING MY HEART OUT TO A BIRD!
THAT'S ANOTHER THING: I'VE BEEN SO WRAPPED UP IN FIGHTING FOR TRUTH, JUSTICE, AND ALL THAT OTHER STUFF, I DON'T REALLY HAVE ANY FRIENDS!
NOBODY TO TALK TO--NOBODY TO PARTY WITH--

NO GIRL.

WELL, BABY, IT'S ALL OVER NOW!
MAMA, YOU TREKKED TO MIDTOWN JUST TO SEE ME LAST WEEK.* I'M HERE TO RETURN THE FAVOR.
LET'S SPLIT.
HEY, WHAT'S YOUR TRIP, FALCON? LEILA'S MY FOX!
*OR LAST ISH, MARVEL STANDARD TIME. --R.
LEILA'S NOBODY'S FOX, RAFE.
THOUGH SHE MIGHT LIKE TO BE.
WHAT IS THIS JIVE? YOU'RE GONNA PLAY GAMES WITH A HONKY-LOVIN' UNCLE TOM?!!
YOU STUPID BIGOT! YOU'RE AS BLIND BEHIND THOSE FANCY SHADES AND THAT "IN" RHETORIC AS THE FAKE CAPTAIN AMERICA WAS BEHIND HIS PATRIOTIC COWL!
I'VE HAD JUST ABOUT EVERY LAST DROP OF BULL I'M GONNA TAKE FROM YOU, RAFE.
--AND IF YOU MOUTH OFF TO ONE MORE TIME, YOU'RE GONNA HAVE TO LOOK UP TO FIND THE SIDEWALK!
YOU'D BETTER NOT BELIEVE I'M JOKIN', STUD!
WHAT THE FREAK'S CHEWIN' ON HIM?
YOU TELL ME, MAN! BUT I'LL TELL YOU ONE THING: RAFE MICHEL AINT NOBODY'S WHIPPIN' BOY!
HE'S GONNA PAY!

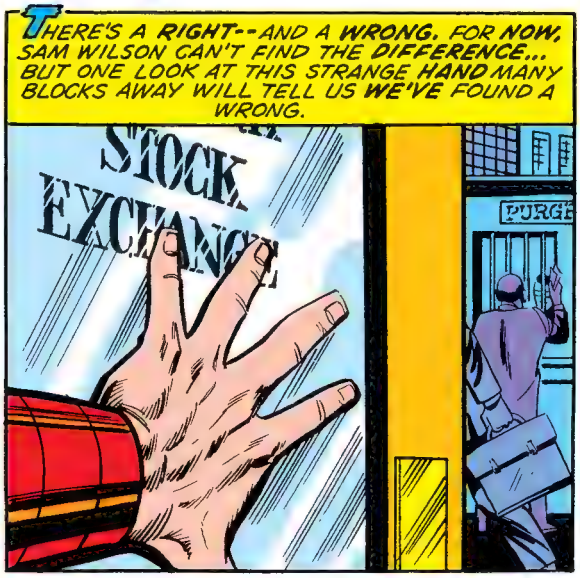

BUT THE FUMING FALCON CANNOT HEAR HIS RIVAL'S HATE-LADEN VOICE-- BECAUSE HIS OWN ROARING THOUGHTS ARE TOO CLOSE...
WELL, THEY SAY "HE WHO HESITATES IS LOST"...
BUT THEY ALSO SAY "LOOK BEFORE YOU LEAP."
I WANTED TO DO THIS-- NEEDED TO DO THIS! IT'S RIGHT...BUT IT FEELS WRONG!

OOO-EEE! I ALWAYS KNEW YOU HAD IT IN YOU, FALC, BUT I DIDN'T 'SPECT IT TO GET OUT!
LEILA--I WANT TO TALK TO YOU.

YOU CALL IT, TALL-DARK-AND-HANDSOME. BUT I THOUGHT YOU HAD SOMETHIN' ELSE UP YOUR SLEEVE.
HAVEN'T GOT ANY SLEEVES, MAMA.
I'M NOT TOO TRICKY A DUDE.

WELL...YEAH, I S'POSE I KNOW THAT. YOU'VE ALWAYS PLAYED IT STRAIGHT, MAN.
PLAY IT THAT WAY NOW, TOO. YOU GOT PROBLEMS-- LEILA'S A LISTENER.
SO HE TELLS HER...TELLS HER EVERYTHING HE CAN... AND THEN--

LOOK, IT'S SIMPLE: DITCH THE CAT. HE DON'T NEED YOU, AND YOU DON'T NEED NOBODY PLAYIN' GREAT WHITE HUNTER.
YOU'LL END UP BEIN' HIS NATIVE BEARER, FALCON. I ALWAYS SAID SO.
CAP'S NOT LIKE THAT, LEILA--BUT...


THERE'S A RIGHT--AND A WRONG. FOR NOW, SAM WILSON CAN'T FIND THE DIFFERENCE... BUT ONE LOOK AT THIS STRANGE HAND MANY BLOCKS AWAY WILL TELL US WE'VE FOUND A WRONG.
STOCK EXCHANGE
PURGE

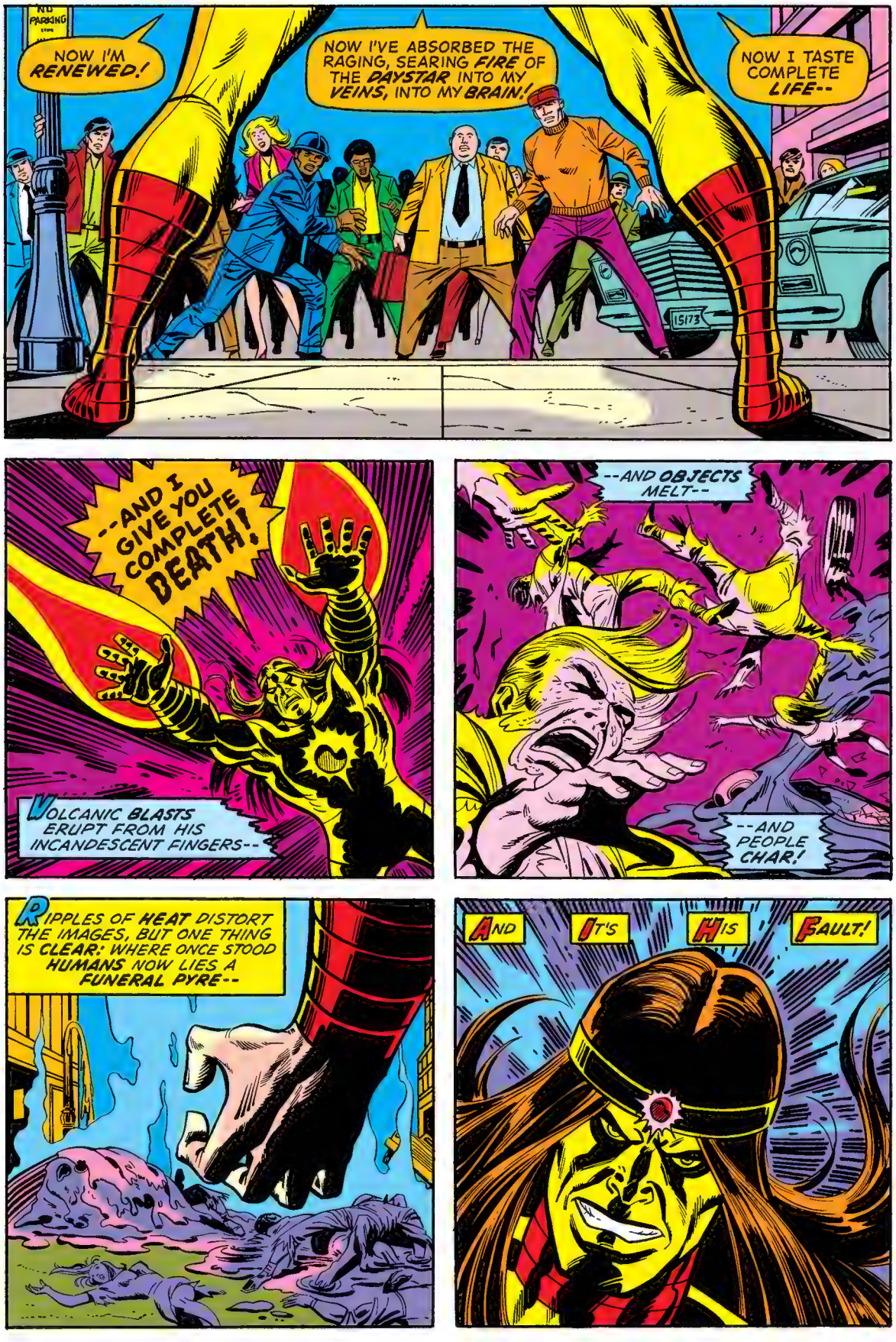
AND NOT ONLY US! MANY OTHER EYES FOCUS ALARMEDLY ON THAT HAND--AND THEN SLIDE SLOWLY ALONG THE BULGING ARM BEHIND IT, ACROSS THE COLORFUL CHEST, AND UPWARD...
BONDS
SECURITIES

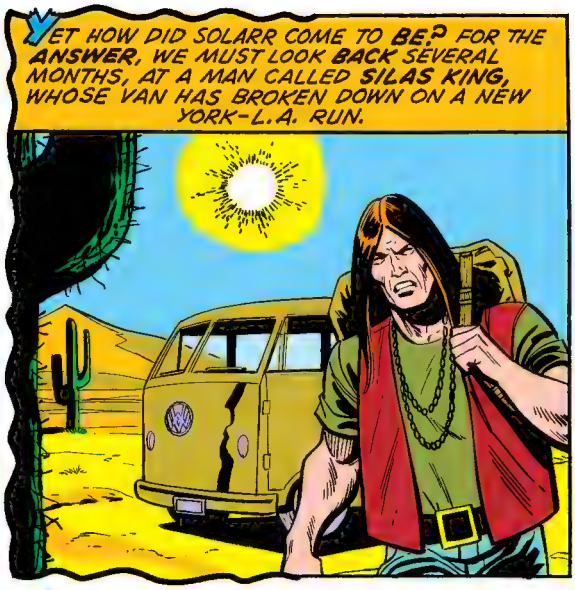
...TO DART FEARFULLY AWAY WHEN THOSE EYES REACH...THESE EYES!

THEN, LIKE THE RED SEA BEFORE MOSES, THE MEN WHO CLUTTER THE NEW YORK STOCK EXCHANGE WITH PAPER AND THEMSELVES FALL BACK, CLEARING A WAY FOR THE STRONG, SILENT STRANGER WHO STALKS AMONG THEM--
--AND THEY DON'T THINK TWICE ABOUT IT, EITHER.

MY NAME IS... SOLARR!
I'M HERE ABOUT A SECURITY!
LOOKIT, BUDDY, ONLY ACCREDITED MEMBERS OF THE EXCHANGE ARE ALLOWED HERE! GET THE HECK--
THE SECURITY I SPOKE OF IS YOURS, TELLER!
YOU'LL LOSE IT IF YOU DON'T GIVE ME ALL YOUR MONEY-- NOW!
WHILE, OUTSIDE--
GUARDS! GUARDS! THERE'S A MANIAC LOOSE IN THERE-- AND HE JUST MELTED STEEL BARS WITH HIS HAND!
HE'S STEALING OUR CASH!
DON'T TURN AROUND, FELLA! JUST TAKE THE MONEY OUT OF YOUR CASE AND GIVE IT BACK TO THE MAN.
AND DON'T TRY TO COME CLOSE ENOUGH TO TOUCH ME! I KNOW ALL ABOUT THAT TRICK!
NO YOU DON'T.

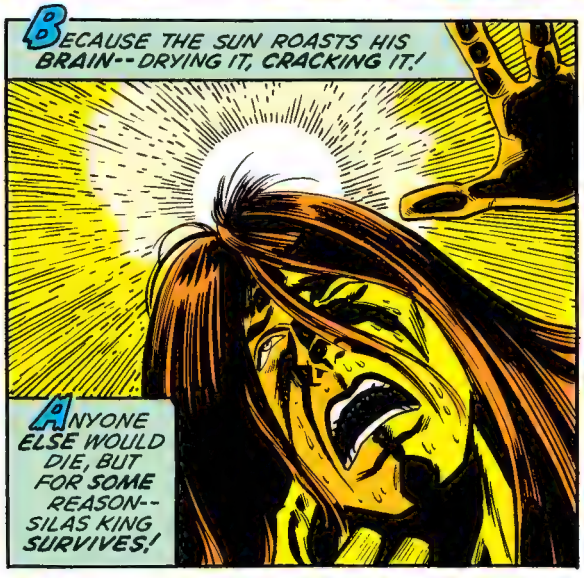
HAVE YOU EVER SEEN A MAN DIE? SURE, EVERY NIGHT ON THE NEWS--BUT HOW ABOUT RIGHT AT YOUR FEET, SO CLOSE HIS FINAL, ETERNAL SECOND OF LIFE SINGES YOUR HAIR?
THESE PEOPLE HAVE.
SHHHMM
THAT DRAINED MOST OF MY POWER--
--AND THIS WILL TAKE THE LAST, BUT IT SERVED ITS PURPOSE!
OUTSIDE, ON A CROWDED NOON-TIME WALL STREET, PEOPLE TURN TO GAPE AT THIS STRANGELY-GARBED FIGURE--FOR THEY DO NOT YET KNOW THEIR PERIL!
HEY--WHO IN THE DING-DONG BLAZES IS THAT FREAK?
WELL, IT'S PROBABLY NOT CHARLIE THE TUNA!
FOOLS! FOOLS! CAN'T THEY SEE THE EVIL IN ME? CAN'T THEY SEE THE POWER?
NO, THEY NEVER LOOK BEYOND THEIR OWN PETTY AFFAIRS, THEIR HUMDRUM LIVES--
--WHILE I GAZE INTO INFINITY, INTO THE MIGHTY HEART OF THIS SOLAR SYSTEM--
AND I DRAW NEW STRENGTH FROM IT--
--FOR I AM SOLARR, SPAWN OF THE SUN!!


NO PARKING
NOW I'M RENEWED!
NOW I'VE ABSORBED THE RAGING, SEARING FIRE OF THE DAYSTAR INTO MY VEINS, INTO MY BRAIN!
NOW I TASTE COMPLETE LIFE--
15173
--AND I GIVE YOU COMPLETE DEATH!
VOLCANIC BLASTS ERUPT FROM HIS INCANDESCENT FINGERS--
--AND OBJECTS MELT--
--AND PEOPLE CHAR!
RIPPLES OF HEAT DISTORT THE IMAGES, BUT ONE THING IS CLEAR: WHERE ONCE STOOD HUMANS NOW LIES A FUNERAL PYRE--
AND IT'S HIS FAULT!

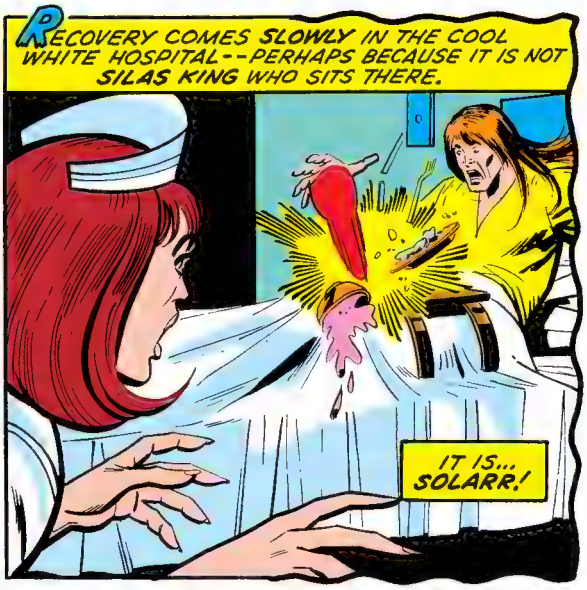

YET HOW DID SOLARR COME TO BE? FOR THE ANSWER, WE MUST LOOK BACK SEVERAL MONTHS, AT A MAN CALLED SILAS KING, WHOSE VAN HAS BROKEN DOWN ON A NEW YORK-L.A. RUN.

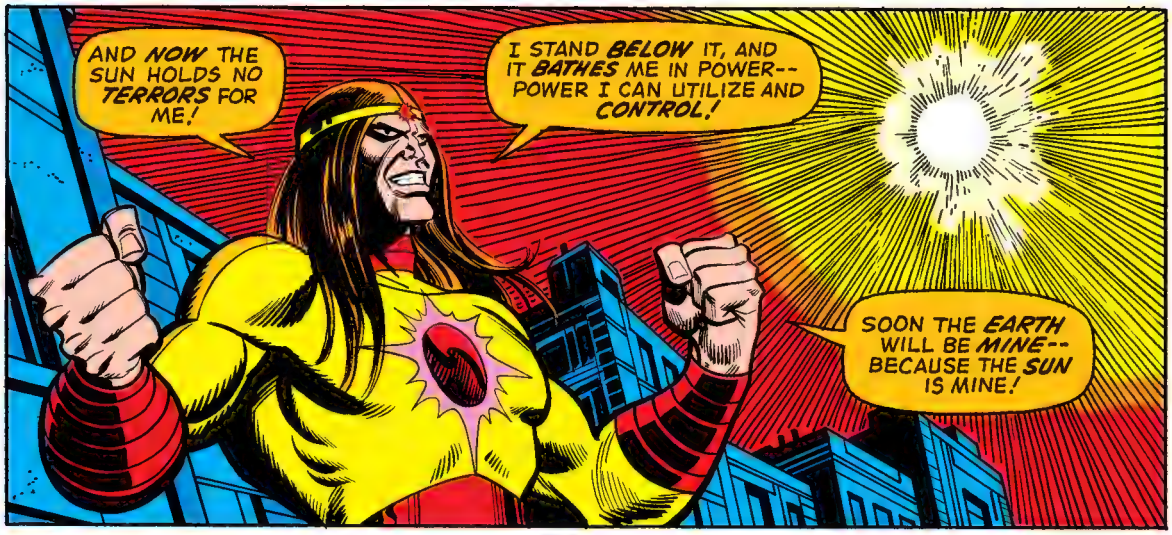
HE CARRIES HIS BACK PACK AS HE STRIDES INTO THE NEVADA DESERT, CONFIDENT IN HIS ABILITY TO SOON FIND HELP...
BUT THE SUN AND THE SAND SANDWICH HIM, BROILING HIM BETWEEN THEM.

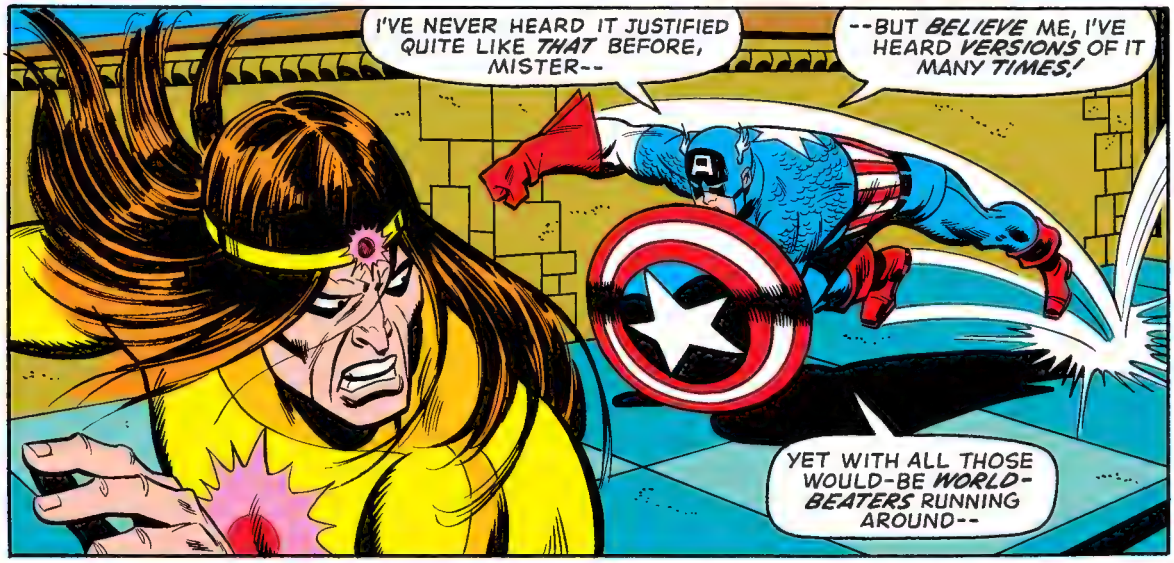
DAYS PASS. HE LIVES ON MUDDY POOLS OF WATER AND THE FRUITS OF CACTI.
...IF YOU CAN CALL IT LIVING.


BECAUSE THE SUN ROASTS HIS BRAIN--DRYING IT, CRACKING IT!
ANYONE ELSE WOULD DIE, BUT FOR SOME REASON--SILAS KING SURVIVES!

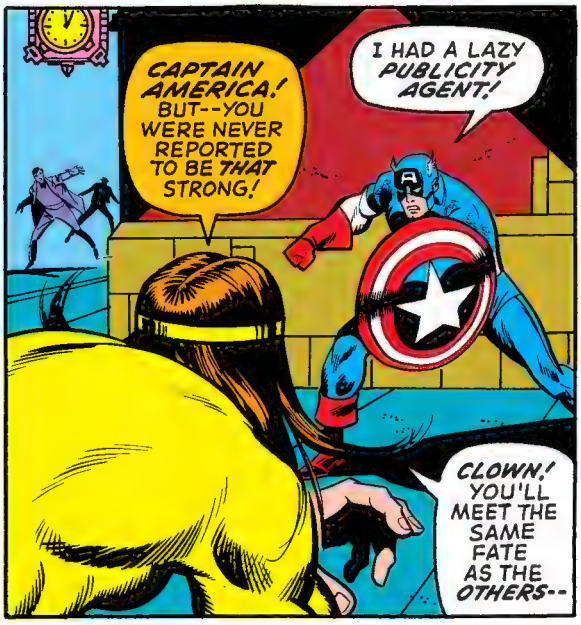
...IF YOU CAN CALL IT THAT.
IT IS A PARCHED HUSK WHOSE HEAT-GLAZED EYES FINALLY SEE CIVILIZATION.


RECOVERY COMES SLOWLY IN THE COOL WHITE HOSPITAL--PERHAPS BECAUSE IT IS NOT SILAS KING WHO SITS THERE.
IT IS... SOLARR!


AND NOW THE SUN HOLDS NO TERRORS FOR ME!
I STAND BELOW IT, AND IT BATHES ME IN POWER-- POWER I CAN UTILIZE AND CONTROL!
SOON THE EARTH WILL BE MINE-- BECAUSE THE SUN IS MINE!


I'VE NEVER HEARD IT JUSTIFIED QUITE LIKE THAT BEFORE, MISTER--
--BUT BELIEVE ME, I'VE HEARD VERSIONS OF IT MANY TIMES!
YET WITH ALL THOSE WOULD-BE WORLD-BEATERS RUNNING AROUND--

--NOBODY'S PULLED IT OFF!
BLAM!

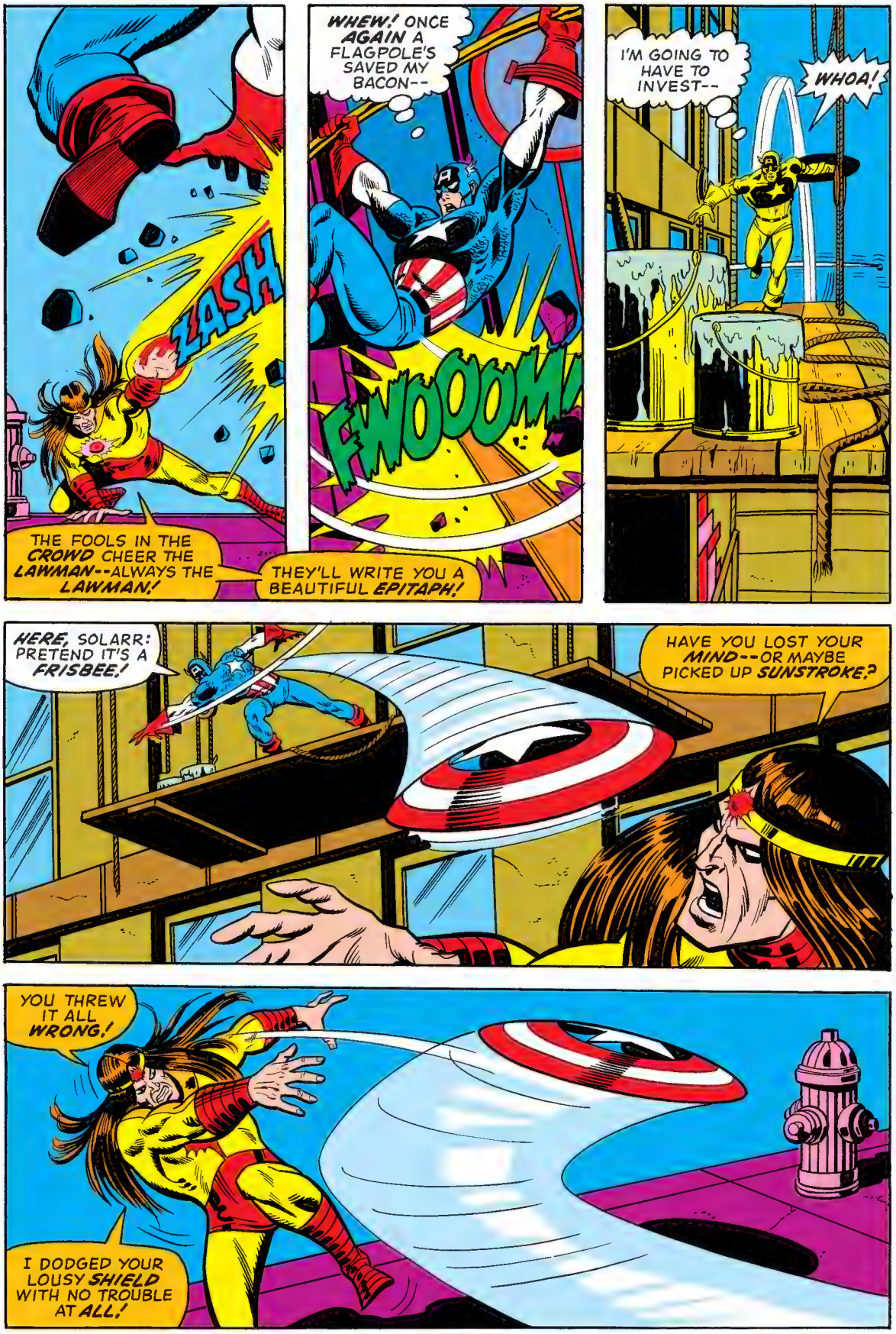

CAPTAIN AMERICA! BUT--YOU WERE NEVER REPORTED TO BE THAT STRONG!
I HAD A LAZY PUBLICITY AGENT!
CLOWN! YOU'LL MEET THE SAME FATE AS THE OTHERS--

DEATH
BY FIRE!!
SSSSSS
WHAT--?!! THAT CAN'T BE! MY POWER IS INVINCIBLE!
WHAT THE DEVIL IS YOUR SHIELD MADE OF?
MISTER, THAT'S SOMETHING NO ONE WILL EVER KNOW!
LORD, HE'S MAD! BLASTING THE GROUND FROM UNDER ME--
SSHAK
--BUT I CAN LEAP FOR SOLID SIDE-WALK, SPIN ON MY HAND--
--AND MAKE LIKE GEORGE BLANDA!
PUNT!

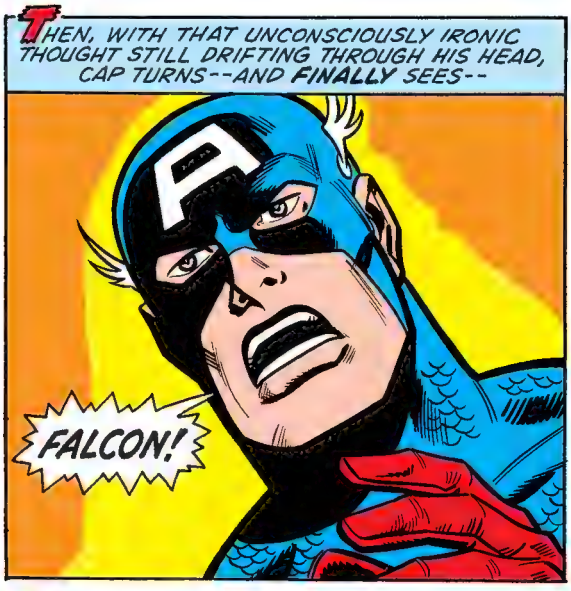
KRASH!
HOLY CROW! WHAT HIT HIM?
MY ONLY CHANCE IS TO KEEP MOVING-- AND QUICKLY!
HE CAN'T HURT ME IF HE CAN'T HIT ME!
THANK GOODNESS FOR MY SUPER-STRENGTH!
I WANT THIS FIGHT OVER AND DONE WITH AS SOON AS POSSIBLE!
YOU'RE TOO LATE, LAWMAN--
ARRGH!
SOLARR HAS RECOVERED!
HIS HITTING ME DRAINED MOST OF MY POWER-- AND KNOCKING ME INTO THE SHADE KEPT ME FROM RECHARGING! I HOPE HE DOESN'T FIGURE THAT OUT!
BLAST--SEARED ME...BUT IT WASN'T AT ALL STRONG! I CAN GUESS WHY!

THE DAYSTAR--FATHER OF ALL LIFE ON THIS PLANET AND THE OTHERS THAT SURROUND YOU!
WASH ME! HEAL ME!
FEED ME!
I WAS RIGHT! THE SUN IS THE SOURCE OF HIS FIRE--WHEN HE'S RECEIVING ITS RAYS!
BUT HE'LL BE ON HIS GUARD AGAINST ENDING UP INSIDE AGAIN!
HIS POWER IS THE WORST I'VE EVER SEEN! THE HEAT HE GENERATES IS ONLY A FRACTION OF THE SUN'S AT BEST--
--BUT A FRACTION OF INFINITY CAN STILL BE TREMENDOUS!
I'VE GOT TO CARRY THE FIGHT TO HIM--OUTSIDE--
--AND IT MAY BE THE LAST THING I EVER DO!
YOU MOVE FAST, CAPTAIN AMERICA--
--BUT NO MAN IS FAST ENOUGH TO DODGE A TOPPLING BUILDING!
FOOM!
HE UNDERESTIMATED THE NEW STRENGTH IN MY LEGS--
BARELY--
BLOWIE!

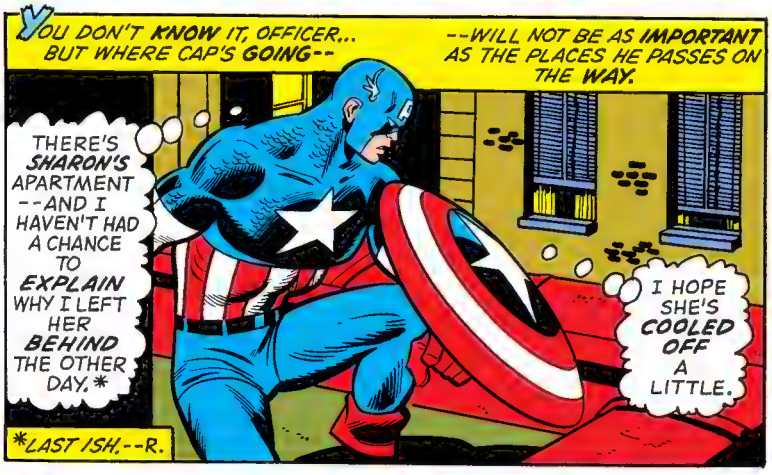
IN THE WORLD OF SUPERDOINGS, THERE IS A TIME TO PUT ASIDE PERSONAL PROBLEMS AND GO TO WORK. AS SOON AS THE BROODING FALCON HEARD OF HIS PARTNER'S BATTLE, HE KNEW HIS TIME HAD COME!
NOW, AFTER RACING DESPERATELY DOWNTOWN...
I'LL HAVE TO LAND AND GET THROUGH EM!
CAN'T SWING FAR ENOUGH TO GET OVER THE CROWD.
LET ME PASS, PLEASE! I'VE GOT TO REACH CAP!
SURE, FALCON--BUT, I DON'T THINK YOU'LL HAVE TO BOTHER!
HECK, NO, MAN! YOU SHOULD SEE WHAT CAP'S DOIN' TO THIS GUY!
THE FREAK CAN KILL YA BY JUST POINTIN' AT YA--AND CAP'S STILL BEEN ON TOP OF HIM ALL THE WAY!
THAT AVENGER IS SOMETHIN' ELSE!
YEAH...
I KNOW...
DIG IT, MAN-- THIS IS ONE TIME YOU CAN JUST RELAX AND TAKE IT IN FROM THE SIDE-LINES!
I WONDER... IF IT IS JUST ONE TIME...
WOW! LOOK AT CAP GO!

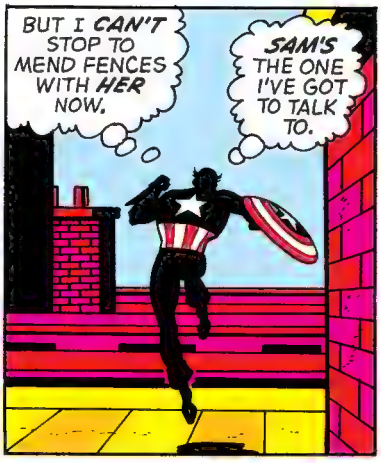

ZASH
THE FOOLS IN THE CROWD CHEER THE LAWMAN--ALWAYS THE LAWMAN!
WHEW! ONCE AGAIN A FLAGPOLE'S SAVED MY BACON--
FWOOOM!
THEY'LL WRITE YOU A BEAUTIFUL EPITAPH!
I'M GOING TO HAVE TO INVEST--
WHOA!
HERE, SOLARR: PRETEND IT'S A FRISBEE!
HAVE YOU LOST YOUR MIND--OR MAYBE PICKED UP SUNSTROKE?
YOU THREW IT ALL WRONG!
I DODGED YOUR LOUSY SHIELD WITH NO TROUBLE AT ALL!

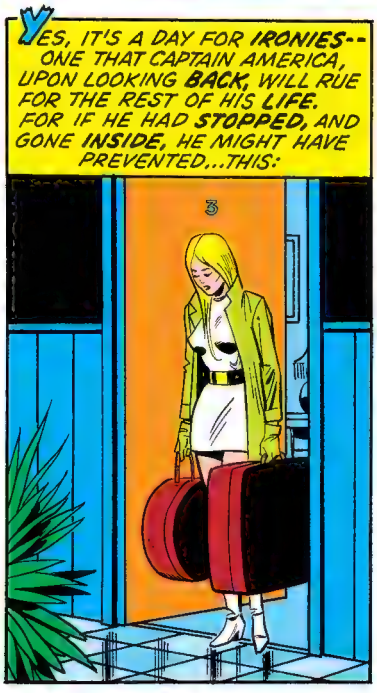
RIGHT ON, SUNNY-SIDE-UP!
BUT IT CAPTURED YOUR UNDIVIDED ATTENTION FOR A SECOND--AND THAT'S ALL I NEED TO DO--
THIS!!
HOUSE PAINT. ALL-WEATHER HOUSE PAINT, SOLARR!
DESIGNED TO PROTECT WHATEVER'S UNDER-NEATH IT FROM THE HARSH RAYS OF... THE SUN!
NO! NO!
GREAT WORK, CAP! FANTASTIC WORK, IN FACT!
WE'LL HUSTLE 'IM INTO A CLOSED PADDY WAGON BEFORE THE PAINT DRIES AND MAKE SURE HE GETS A CELL WITH-OUT A VIEW!
AND I COULD NEVER HAVE LEAPED TO THE SCAFFOLD WITH-OUT MY NEW POWER.
IT'S CERTAINLY CHANGED MY LIFE.


THEN, WITH THAT UNCONSCIOUSLY IRONIC THOUGHT STILL DRIFTING THROUGH HIS HEAD, CAP TURNS--AND FINALLY SEES--
FALCON!

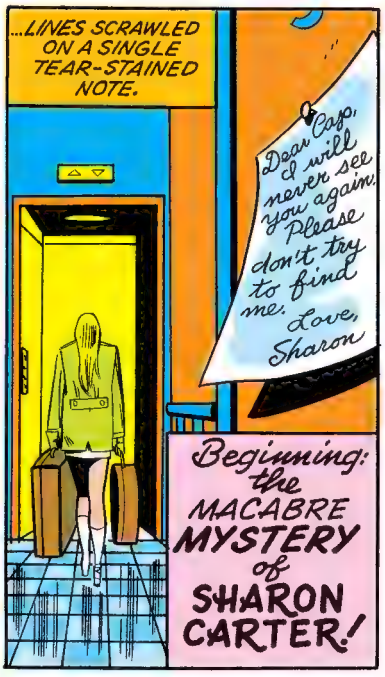
HE DIDN'T ANSWER--BUT HE MUST HAVE HEARD ME!
IS HE STILL UPSET OVER THE CHANGE?
I'VE GOT TO FOLLOW HIM--FIND OUT!
HEY! WHERE'S HE GOIN' IN SUCH A HURRY?


YOU DON'T KNOW IT, OFFICER... BUT WHERE CAP'S GOING--
--WILL NOT BE AS IMPORTANT AS THE PLACES HE PASSES ON THE WAY.
THERE'S SHARON'S APARTMENT --AND I HAVEN'T HAD A CHANCE TO EXPLAIN WHY I LEFT HER BEHIND THE OTHER DAY.*
I HOPE SHE'S COOLED OFF A LITTLE.
*LAST ISH.--R.


BUT I CAN'T STOP TO MEND FENCES WITH HER NOW.
SAM'S THE ONE I'VE GOT TO TALK TO.


YES, IT'S A DAY FOR IRONIES--ONE THAT CAPTAIN AMERICA, UPON LOOKING BACK, WILL RUE FOR THE REST OF HIS LIFE. FOR IF HE HAD STOPPED, AND GONE INSIDE, HE MIGHT HAVE PREVENTED...THIS:
3

HE MIGHT HAVE RELEARNED AN ANCIENT TRUTH--THAT TROUBLE COMES IN BUNCHES...
...BUT ALL HE WILL DISCOVER NOW...
3


...LINES SCRAWLED ON A SINGLE TEAR-STAINED NOTE.
Dear Cap, I will never see you again. Please don't try to find me. Love, Sharon
Beginning: the MACABRE MYSTERY of SHARON CARTER!

CAPT. AMERICA
MARVEL COMICS GROUP™
APPROVED BY THE COMICS CODE AUTHORITY
20¢
161
MAY
02453
CAPTAIN AMERICA™
AND
THE FALCON™
BEHOLD, MY GOOD CAPTAIN! BEHOLD THE PRISONER OF DR. FAUSTUS!
YOU!
THE ONE PERSON I CAN'T FIGHT!
IF A SOUL BE LOST!

...IF HE LOSETH HIS SOUL!
GONE! THE FALCON IS GONE...AND IT'S ALL MY FAULT!
I DIDN'T MEAN TO DRIVE HIM AWAY! BUT WHEN I GAINED MY NEW SUPER-STRENGTH, IT WAS ALL I COULD THINK ABOUT--AND I NEVER NOTICED THAT I WAS IGNORING HIM...MAKING HIM FEEL USELESS!
SAM WILSON IS A PROUD MAN. I UNDERSTAND EXACTLY HOW HE FEELS...WHY HE'S GONE UNDERGROUND SO I CAN'T FIND HIM.
BUT THAT DOESN'T MAKE IT ANY EASIER TO FACE THE DAWN, KNOWING THAT I'VE DESTROYED OUR PARTNERSHIP!
SCRIPT STEVE ENGLEHART
ART SAL BUSCEMA
INKING JOHN VERPOORTEN
LETTERING ARTIE SIMEK
COLORING STAN GOLDBERG
EDITOR ROY THOMAS
YOU THINK CAP HAS HASSLES NOW, SAHIB.? WAIT TILL HE DISCOVERS THE FEARSOME FATE OF SHARON CARTER, JUST PAGES AWAY! SO WHAT ARE YOU WAITING FOR! LET'S GET IT ON!
13162

I'D BETTER ACCEPT IT, I GUESS. IF A GUY LIKE THE FALCON DOESN'T WANT TO SEE ME, I'LL NEVER TRACK HIM DOWN. HE'S TOO GOOD AT HIS JOB.
ON TOP OF THAT, AFTER PROWLING THE ROOFTOPS ALL NIGHT, I'M DONE IN..AND WON'T BE A WHOLE LOT OF GOOD IF CAPTAIN AMERICA SHOULD BE NEEDED.
I'LL GRAB MYSELF A CUP OF COFFEE AT SHARON'S.
HOWEVER, WHEN THE STAR-SPANGLED AVENGER HAS MADE HIS WAY TO THE BUILDING WHEREIN DWELLS HIS LONG-TIME GIRL FRIEND...
WHAT'S THAT? A NOTE TACKED TO HER DOOR?
Dear Cap, I will never see you again. Please don't try to find me. Love, Sharon
PROBABLY A MESSAGE FOR THE PAPER BOY.
YOU'VE READ THE NOTE, TRUE BELIEVER. NOW READ CAP'S FACE.
HOW CAN SHE BE GONE, TOO? AM I CRACKING UP?
I'M GOING IN THERE TO CHECK IT OUT!
YET, AFTER AN EXHAUSTIVE SEARCH OF EVERY NOOK AND CRANNY THE APARTMENT'S ARCHITECT LEFT IN HIS STERILE DESIGN:
NOTHING. SHE SIMPLY PACKED UP AND WENT, LEAVING NO INDICATION OF HER DESTINATION!
AND IF THAT SOUNDS LIKE I'M GOING TO IGNORE WHAT SHE ASKED IN HER LETTER--

--THEN GIVE THE MAN A BIG CIGAR!
SHARON'S DISAPPEARANCE MAY BE HER OWN IDEA, JUST LIKE SAM'S WAS-- OR IT MAY BE THE OPENING MOVE IN SOME SINISTER SCHEME--
--BUT, EITHER WAY, ANYBODY WHO THINKS CAPTAIN AMERICA IS JUST GOING TO LET IT LAY NEEDS A NEW MODEL CRYSTAL BALL!
THE PALE MOON IS SAILING INTO THE ROSY HAVEN OF THE DAWNING EAST AS CAP SWINGS DOWNTOWN--TO THE CORNER OF 59TH AND MADISON--
--AND THE TINY BARBER SHOP THAT GUARDS ONE OF THE ENTRANCES TO SHIELD!
WHAT THE--?
HOW DID YOU OPEN THAT DOOR, FELLA? WHEN SHIELD AGENTS ARE BEING TRANSPORTED BELOW, A TANK COULDN'T BUDGE IT!
YOU TELL 'IM, HAM.
IT'LL OPEN TO SOMEONE WHO KNOWS CODE A-7G, MISTER--AND I WAS WITH YOU SUPER-SPIES LONG ENOUGH TO LEARN THAT AND A LOT MORE!
NOW, GET OUT OF MY WAY! I'M HERE TO SEE FURY!

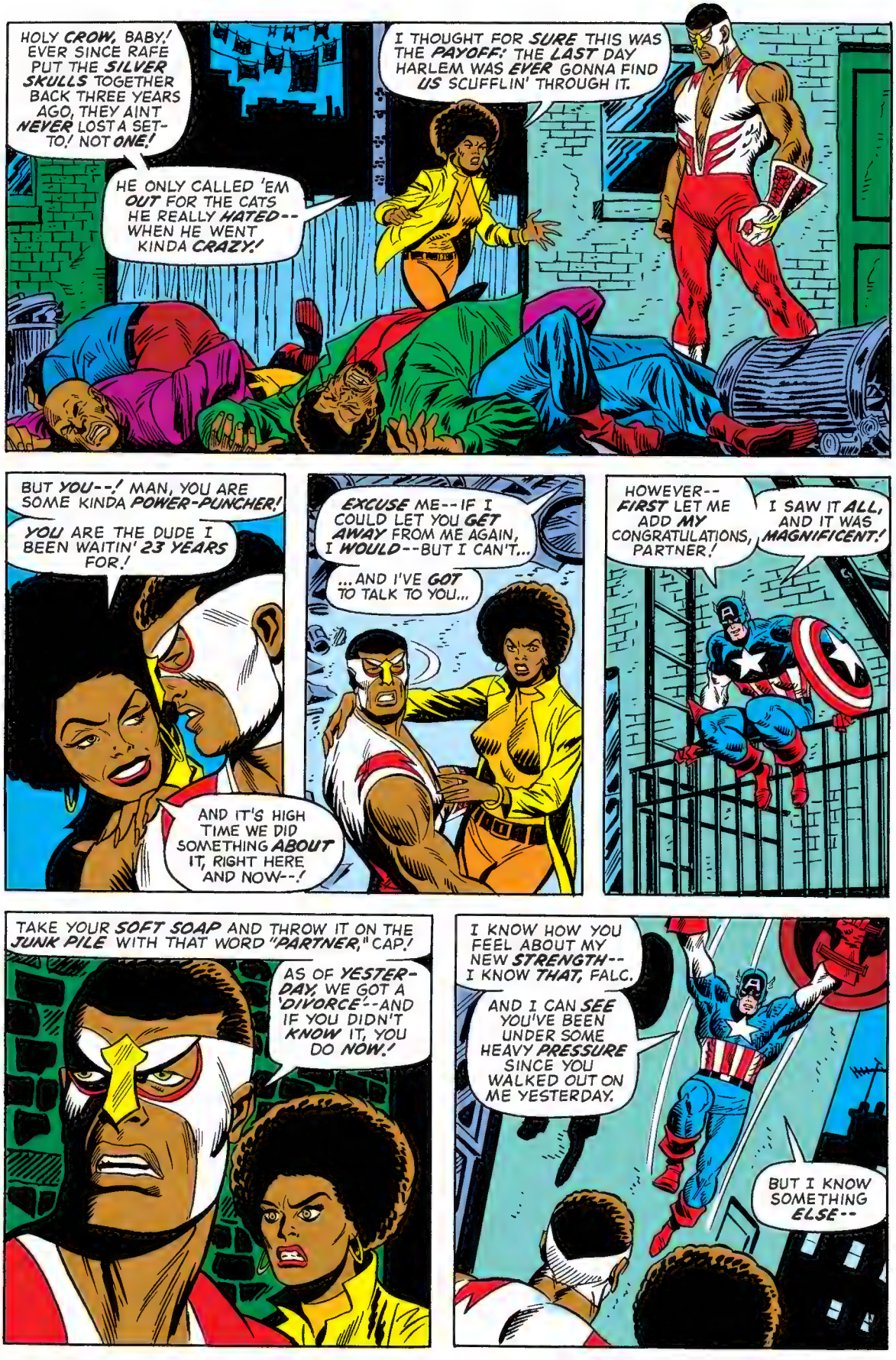
LAST I HEARD, CAPTAIN AMERICA WASN'T WANTED AROUND HERE--AND MY ALLEGIANCE IS TO THE COLONEL, SO--
YOU'RE BEHIND THE TIMES, SLAP-HAPPY!
FURY AND I ARE FRIENDS AGAIN--
JUST LIKE YOU AND ME!
YOU TOSSED ME--LIKE A DOLL!
-UHHH!-
CRUSH 'IM, EGGS!
BLASH!
EGGS? HAM AND EGGS?
YOU MAKIN' FUN O' ME AN' MY PARTNER, FANCY PANTS?
I'D TELL YA WHAT HAPPENED TO THE LAST MUG THAT TRIED THAT--BUT I'D RATHER SHOW YA!
FIRST YOU'LL HAVE TO PASS MY OWN SHIELD--
AWRIGHT! WHAT THE BLUE BLAZES IS GOIN' ON UP HERE?
FURY!
RIGHT! YA WANNA GUESS MY HEIGHT AN' WEIGHT, TOO?
WHAT'S ON YER MIND, CAP?

AND, WHEN THAT BURNING QUESTION HAS BEEN ANSWERED...
NAH, I DUNNO WHERE SHE IS, MASKED MAN.
SHE QUIT SHIELD ON ACCOUNTA YOU, REMEMBER?
ALL THIS TROUBLE OVER ONE GIRL...
MY AUNT USED TO TELL ME, "HAROLD, NO WOMAN IS WORTH FIGHTING OVER" --AND SHE SHOULD KNOW.
OKAY, COLONEL-- I THOUGHT SHE MIGHT HAVE COME BACK HERE FOR SOME REASON. I HAD TO CHECK.
SEE YOU LATER.
HOLD IT!
MY BOYS IN THE MOTOR POOL ARE STILL HANGIN' ON TO YOUR MOTORCYCLE.*
YOU EVER GONNA PICK IT UP?
*ABANDONED IN THE SHIELD HELI-CRUISER DURING ISH #141--ROY.
NOW THAT YOU MENTION IT-- SURE! I'D ALMOST FORGOTTEN...BUT IT COULD BE A HELP RIGHT NOW.
THUS, IT'S A RETURN TO THE OPEN ROAD (OR WHATEVER YOU CALL MANHATTAN'S POORLY PAVED, CAR-INFESTED STREETS) THAT MARKS CAP'S DEPARTURE FROM COL. FURY'S MIDTOWN MADHOUSE.
SHIELD WAS MY ONLY POSSIBLE LEAD TO SHARON'S WHEREABOUTS.
I NEVER REALIZED IT BEFORE, BUT SHE'S ALWAYS AVOIDED TALKING ABOUT HER PAST, HER FRIENDS, AND HER FAMILY.
ALL I KNOW IS THAT SHE HAS MONEY*--WHICH ONLY INCREASES THE NUMBER OF PLACES SHE COULD HAVE GONE.
*REMEMBER THAT THROW-AWAY SCENE IN CA&F #153?--R.

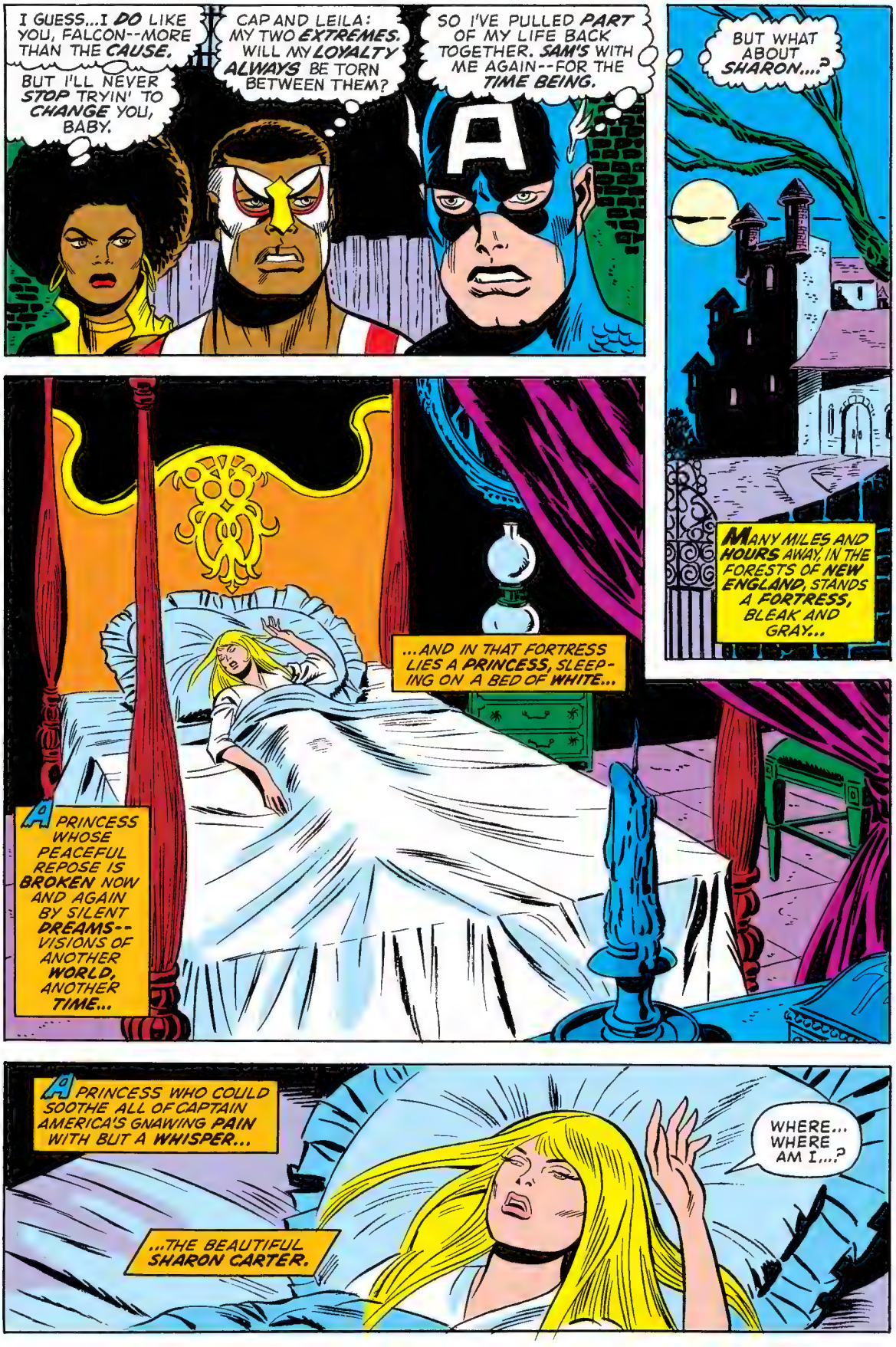
STILL, I'LL FIND HER.! I SWEAR I WIL--
WAIT.! WHAT'S THAT NOISE?
CUTTING THE MOTOR ON HIS BIKE, CAP LEANS HARD LEFT AND COASTS SILENTLY INTO THE OUTSKIRTS OF A HEART-STOPPING SCENE.
A STREET GANG-- MUGGING SOME EARLY-MORNING PEDESTRIAN.!
LUCKY FOR HIM I HAPPENED BY, BECAUSE IT LOOKS LIKE IT'S GETTING NASTY.! I GUESS NO MATTER WHAT'S HAPPENING IN MY PERSONAL LIFE, MY CRIME-FIGHTING WORK IS NEVER DONE.
HOLD ON A SECOND.! THAT'S SAM.!
HEY, C'MON, RAFE--PUT DOWN THE RAT-SLICER.! FALCON AN' ME BEEN COOPED UP ALL NIGHT. WE WERE JUS' TAKIN' A WALK.!
IT WAS HIS LAST WALK, LEILA! NEXT TIME AROUND, SIX DUDES'LL BE CARRYIN' 'IM--
--'CAUSE HE'LL BE IN A PINE BOX.!
AIN'T A DUDE BEEN BORN THAT'S TAKIN' ANYTHING I WANT AWAY FROM ME.!
YOU'RE OFFED, FALCON.!
RAFE--NO.! HE'S YANKIN' ME AROUND--.!
--PULLIN' ME IN FRUUHH!

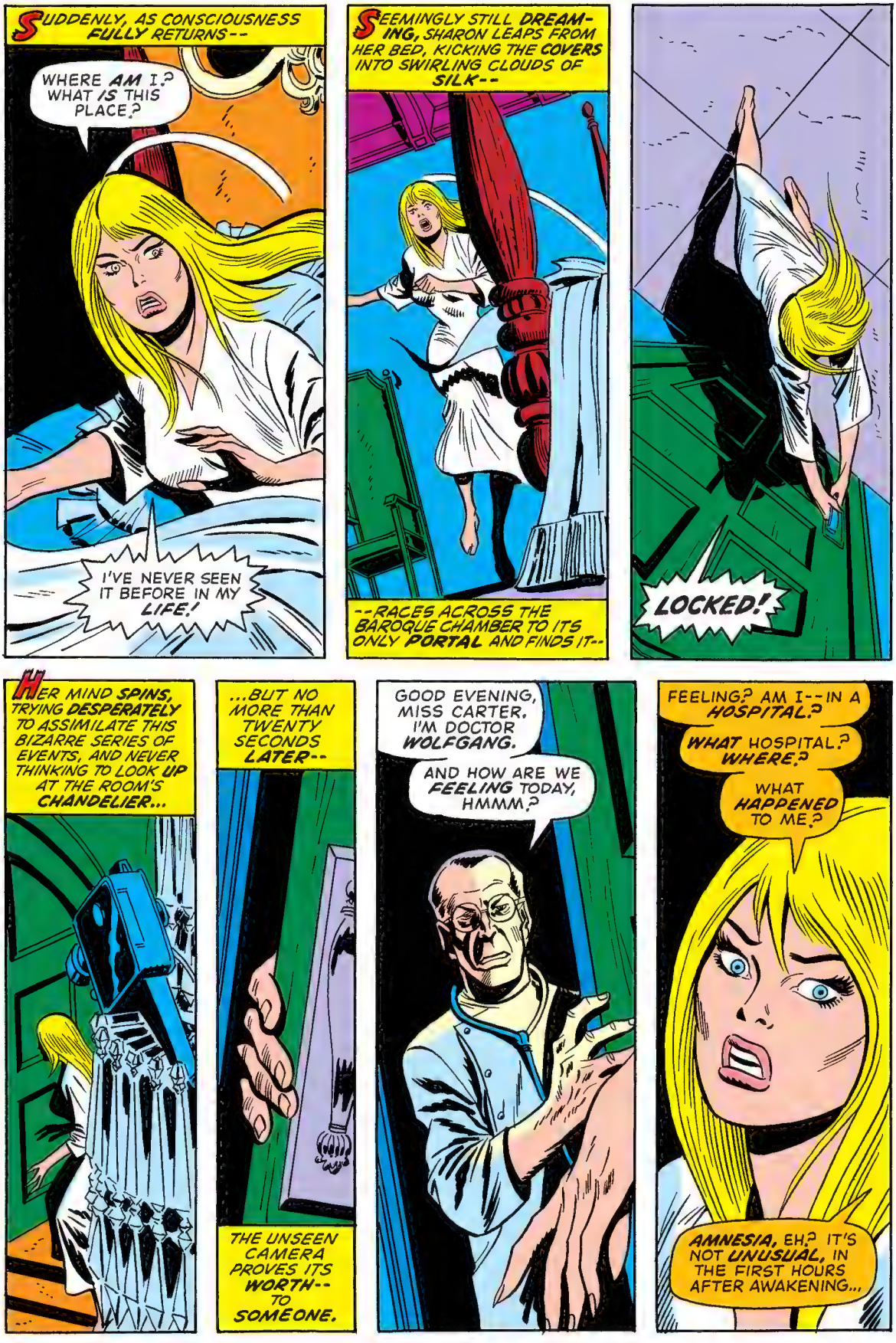
YOU'RE NOT HURT BAD, GANG MAN!
JUST BE GLAD YOU'RE OUT OF THIS TEN-ROUNDER!
BLOOD!
IT'S GONNA BE MEAN!
SCHEDULED TEN-ROUNDER, FALCON! DON'T LOOK TO ME LIKE YOU'RE GONNA BE ON YOUR FEET THROUGH ROUND ONE!
ROUND ONE ENDS WHEN THE GONG GOES OFF, SKINHEAD!
WHEN YOU HEAR IT, YOU'LL KNOW I MADE IT--
GONG
--AND YOU DIDN'T!
THIS IS STUPID! PLAYIN' WITH A MAN AS GOOD AS THE FALCON!
GET IT OVER WITH-- FOR GOOD!
WAIT! WHAT'S THAT ABOVE ME--?

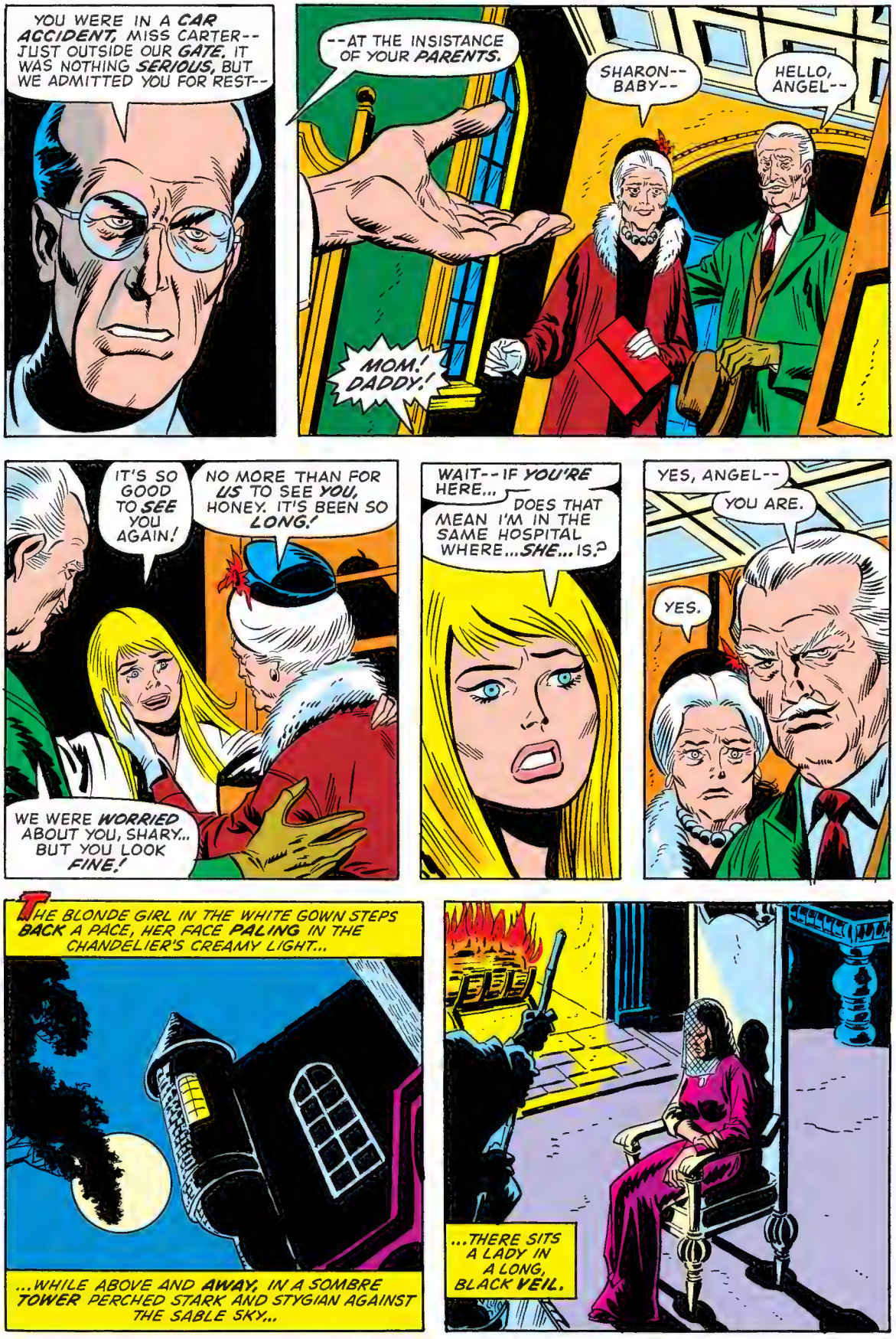
SKAAA
YAHHH!
BACK OFF, REDWING./ BACK!
HE'S HAD IT./ YOU DON'T NEED TO DO ANY MORE!
SKREE
MY FACE--!
BUT AS THE BIRDMAN LEAPS FORWARD, MOMENTARILY FOCUSING HIS MIND ON HIS WRITHING FOE-- A CLUTCHING HAND LANCES BEHIND HIM--
FALC!
FREAKIN' CHICK./ HE WAS COLD MEAT./
EVEN BACK-STABBIN' ISN'T BELOW YOU-- RIGHT, RAFE?
KRAM
BUT BY NOW--
--NOTHIN' YOU DO COULD SURPRISE ME./
POW!
SURE CAN FLASH ME OFF, THOUGH./

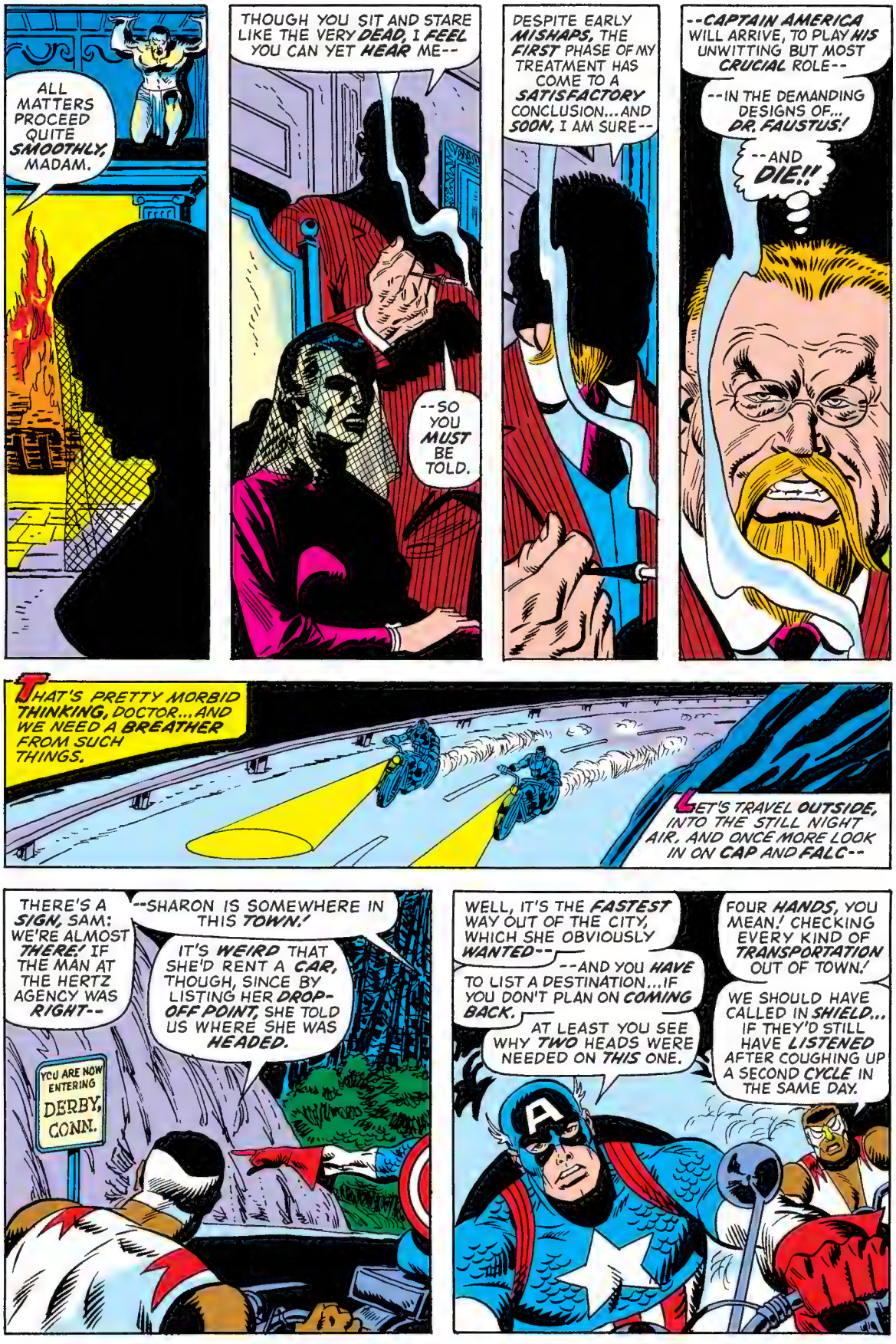

HOLY CROW, BABY! EVER SINCE RAFE PUT THE SILVER SKULLS TOGETHER BACK THREE YEARS AGO, THEY AINT NEVER LOST A SET-TO! NOT ONE!
HE ONLY CALLED 'EM OUT FOR THE CATS HE REALLY HATED-- WHEN HE WENT KINDA CRAZY!
I THOUGHT FOR SURE THIS WAS THE PAYOFF! THE LAST DAY HARLEM WAS EVER GONNA FIND US SCUFFLIN' THROUGH IT.
BUT YOU--! MAN, YOU ARE SOME KINDA POWER-PUNCHER!
YOU ARE THE DUDE I BEEN WAITIN' 23 YEARS FOR!
AND IT'S HIGH TIME WE DID SOMETHING ABOUT IT, RIGHT HERE AND NOW--!
EXCUSE ME--IF I COULD LET YOU GET AWAY FROM ME AGAIN, I WOULD--BUT I CAN'T...
...AND I'VE GOT TO TALK TO YOU...
HOWEVER-- FIRST LET ME ADD MY CONGRATULATIONS, PARTNER!
I SAW IT ALL, AND IT WAS MAGNIFICENT!
TAKE YOUR SOFT SOAP AND THROW IT ON THE JUNK PILE WITH THAT WORD "PARTNER," CAP!
AS OF YESTER-DAY, WE GOT A 'DIVORCE'--AND IF YOU DIDN'T KNOW IT, YOU DO NOW!
I KNOW HOW YOU FEEL ABOUT MY NEW STRENGTH-- I KNOW THAT, FALC.
AND I CAN SEE YOU'VE BEEN UNDER SOME HEAVY PRESSURE SINCE YOU WALKED OUT ON ME YESTERDAY.
BUT I KNOW SOMETHING ELSE--

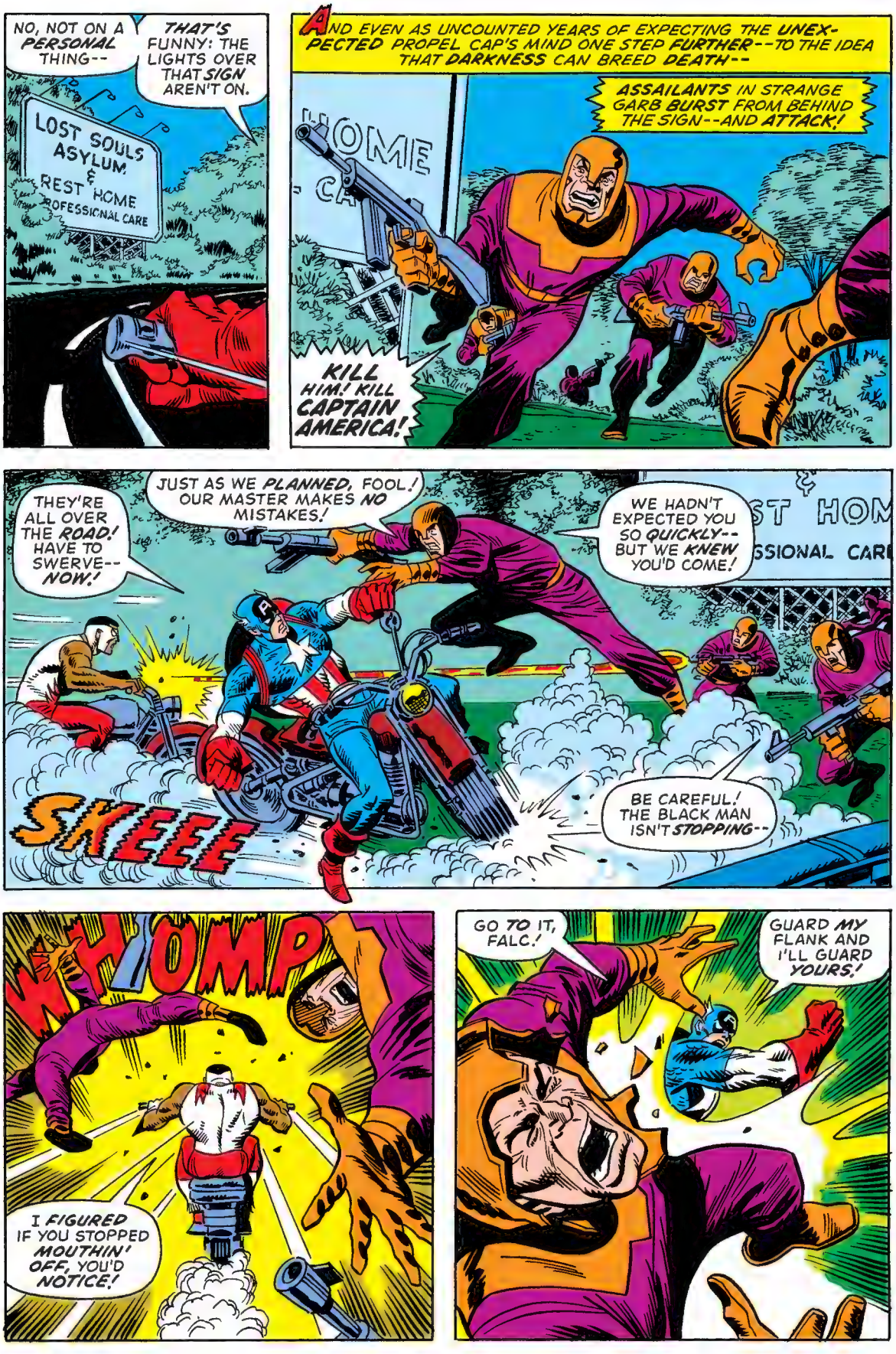
FALC, WE ARE DIFFERENT--I DON'T DENY IT. THERE NEVER HAVE BEEN AND NEVER WILL BE ANY TWO HUMANS EXACTLY ALIKE.
EVERYONE KNOWS THAT--AND YET, EVERYONE DISTRUSTS DIFFERENCES. VARIATIONS SEEM THREATENING, BECAUSE THEY'RE UNFAMILIAR--BECAUSE THEY INDICATE FACTORS IN LIFE WE KNOW NOTHING ABOUT.
BLACK/WHITE... YOUNG/OLD... MALE/FEMALE... AND STRONG/LESS STRONG. WHICH-EVER SIDE WE'RE ON, THERE'S ALWAYS ANOTHER.
IF A PERSON AVOIDED EVERYONE WHO WAS DIFFERENT FROM HIM, HE'D AVOID EVERYONE--AND OBVIOUSLY, THAT'S NOT THE WAY IT WORKS.
DIFFERENCES CAN BE IMPORTANT --BUT THE ONES BETWEEN YOU AND ME AREN'T! WE BOTH HAVE THE SAME GOAL: ENDING INJUSTICE!
NO MATTER HOW WE EACH DO IT, WE'RE UNITED IN THAT!
FORGET WHAT SETS US APART, FALC--AND REMEMBER WHAT PULLS US TOGETHER!
YEAH, HE'D LOVE ANOTHER BUCKY, THE BOY SIDEKICK!
FALCON, DON'T FALL FOR HIS TRASH! PLEASE!
CAP...YOU'RE OVERSIMPLIFYING THE ARGUMENT, AND YOU KNOW IT. A DIFFERENCE IN STRENGTH IS NOT SOMETHING YOU CAN IGNORE IN A JOB LIKE OURS.
...BUT YOUR INTENT IS GOOD--AND RIGHT. WE'VE OVERCOME A LOT TOGETHER...
...LET'S PLAY IT OUT A LITTLE LONGER AND SEE HOW IT GOES.
THEN YOU AN' ME GO OUT THE WINDOW, BABY! I THOUGHT YOU KNEW WHERE IT'S AT WITH OUR PEOPLE--AN' ME!
BUT I AINT GETTIN' IT ON WITH AN UNCLE TOM!
STUFF IT, LEILA! JUST SHUT UP A MINUTE!
I'M TRYING TO HELP ALL PEOPLE--NOT JUST OURS!
AS FOR US! IT IS OVER IF YOU KEEP THINKING YOU'RE THE ONLY ONE WHO CAN SAY WHAT'S RIGHT.
BUT WHY NOT STAND BY ME FOR ONCE INSTEAD OF GIVING ULTIMATUMS? IF I'M WORTH LIKING, I MIGHT BE RIGHT, TOO!
.....
I...
OKAY...

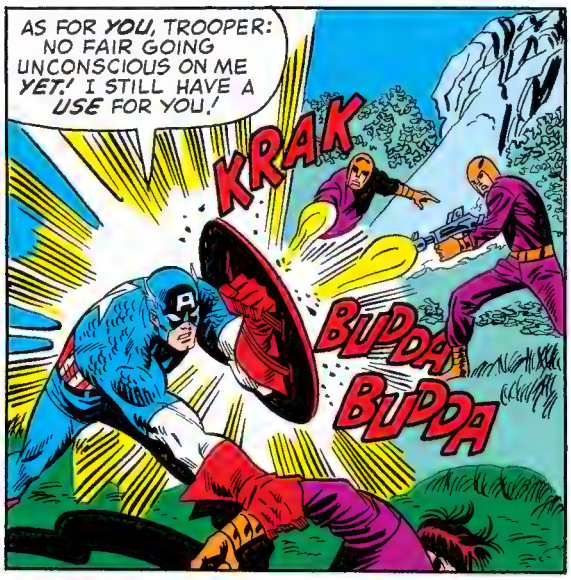

I GUESS...I DO LIKE YOU, FALCON--MORE THAN THE CAUSE.
BUT I'LL NEVER STOP TRYIN' TO CHANGE YOU, BABY.
CAP AND LEILA: MY TWO EXTREMES. WILL MY LOYALTY ALWAYS BE TORN BETWEEN THEM?
SO I'VE PULLED PART OF MY LIFE BACK TOGETHER. SAM'S WITH ME AGAIN--FOR THE TIME BEING.
BUT WHAT ABOUT SHARON...?
MANY MILES AND HOURS AWAY, IN THE FORESTS OF NEW ENGLAND, STANDS A FORTRESS, BLEAK AND GRAY...
...AND IN THAT FORTRESS LIES A PRINCESS, SLEEPING ON A BED OF WHITE...
A PRINCESS WHOSE PEACEFUL REPOSE IS BROKEN NOW AND AGAIN BY SILENT DREAMS--VISIONS OF ANOTHER WORLD, ANOTHER TIME...
A PRINCESS WHO COULD SOOTHE ALL OF CAPTAIN AMERICA'S GNAWING PAIN WITH BUT A WHISPER...
WHERE... WHERE AM I...?
...THE BEAUTIFUL SHARON CARTER.

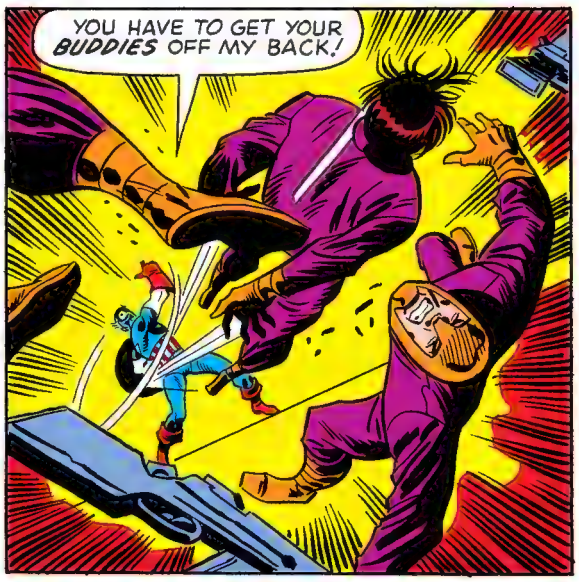

SUDDENLY, AS CONSCIOUSNESS FULLY RETURNS--
WHERE AM I? WHAT IS THIS PLACE?
I'VE NEVER SEEN IT BEFORE IN MY LIFE!
SEEMINGLY STILL DREAMING, SHARON LEAPS FROM HER BED, KICKING THE COVERS INTO SWIRLING CLOUDS OF SILK--
--RACES ACROSS THE BAROQUE CHAMBER TO ITS ONLY PORTAL AND FINDS IT--
LOCKED!
HER MIND SPINS, TRYING DESPERATELY TO ASSIMILATE THIS BIZARRE SERIES OF EVENTS, AND NEVER THINKING TO LOOK UP AT THE ROOM'S CHANDELIER...
...BUT NO MORE THAN TWENTY SECONDS LATER--
THE UNSEEN CAMERA PROVES ITS WORTH-- TO SOMEONE.
GOOD EVENING, MISS CARTER. I'M DOCTOR WOLFGANG.
AND HOW ARE WE FEELING TODAY, HMMM?
FEELING? AM I--IN A HOSPITAL?
WHAT HOSPITAL? WHERE?
WHAT HAPPENED TO ME?
AMNESIA, EH? IT'S NOT UNUSUAL, IN THE FIRST HOURS AFTER AWAKENING...

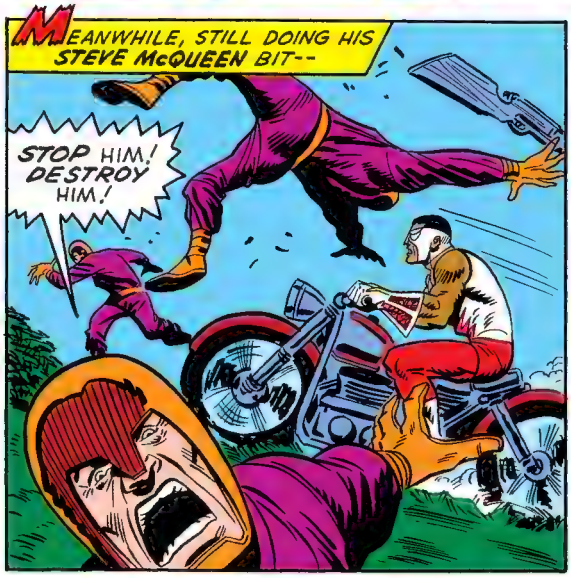

YOU WERE IN A CAR ACCIDENT, MISS CARTER-- JUST OUTSIDE OUR GATE. IT WAS NOTHING SERIOUS, BUT WE ADMITTED YOU FOR REST--
--AT THE INSISTANCE OF YOUR PARENTS.
SHARON-- BABY--
HELLO, ANGEL--
MOM! DADDY!
IT'S SO GOOD TO SEE YOU AGAIN!
NO MORE THAN FOR US TO SEE YOU, HONEY. IT'S BEEN SO LONG!
WE WERE WORRIED ABOUT YOU, SHARY... BUT YOU LOOK FINE!
WAIT-- IF YOU'RE HERE... DOES THAT MEAN I'M IN THE SAME HOSPITAL WHERE... SHE... IS?
YES, ANGEL--
YOU ARE.
YES.
THE BLONDE GIRL IN THE WHITE GOWN STEPS BACK A PACE, HER FACE PALING IN THE CHANDELIER'S CREAMY LIGHT...
...WHILE ABOVE AND AWAY, IN A SOMBRE TOWER PERCHED STARK AND STYGIAN AGAINST THE SABLE SKY...
...THERE SITS A LADY IN A LONG, BLACK VEIL.

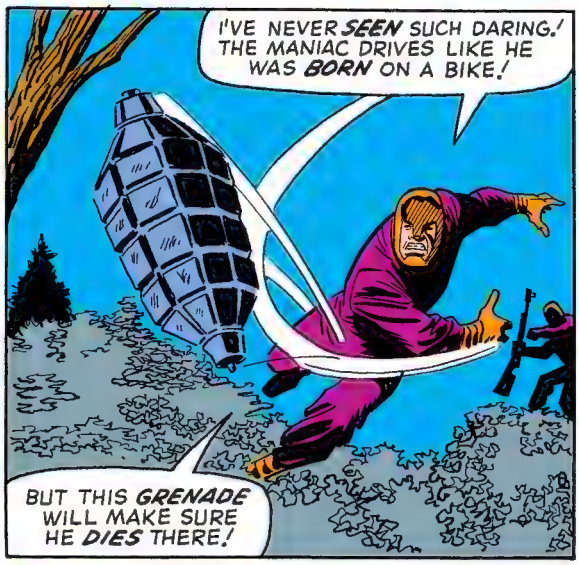

ALL MATTERS PROCEED QUITE SMOOTHLY, MADAM.
THOUGH YOU SIT AND STARE LIKE THE VERY DEAD, I FEEL YOU CAN YET HEAR ME--
--SO YOU MUST BE TOLD.
DESPITE EARLY MISHAPS, THE FIRST PHASE OF MY TREATMENT HAS COME TO A SATISFACTORY CONCLUSION... AND SOON, I AM SURE--
--CAPTAIN AMERICA WILL ARRIVE, TO PLAY HIS UNWITTING BUT MOST CRUCIAL ROLE--
--IN THE DEMANDING DESIGNS OF... DR. FAUSTUS!
--AND DIE!!
THAT'S PRETTY MORBID THINKING, DOCTOR... AND WE NEED A BREATHER FROM SUCH THINGS.
LET'S TRAVEL OUTSIDE, INTO THE STILL NIGHT AIR, AND ONCE MORE LOOK IN ON CAP AND FALC--
THERE'S A SIGN, SAM: WE'RE ALMOST THERE! IF THE MAN AT THE HERTZ AGENCY WAS RIGHT--
--SHARON IS SOMEWHERE IN THIS TOWN!
IT'S WEIRD THAT SHE'D RENT A CAR, THOUGH, SINCE BY LISTING HER DROP-OFF POINT, SHE TOLD US WHERE SHE WAS HEADED.
YOU ARE NOW ENTERING DERBY, CONN.
WELL, IT'S THE FASTEST WAY OUT OF THE CITY, WHICH SHE OBVIOUSLY WANTED--
--AND YOU HAVE TO LIST A DESTINATION... IF YOU DON'T PLAN ON COMING BACK.
AT LEAST YOU SEE WHY TWO HEADS WERE NEEDED ON THIS ONE.
FOUR HANDS, YOU MEAN! CHECKING EVERY KIND OF TRANSPORTATION OUT OF TOWN!
WE SHOULD HAVE CALLED IN SHIELD... IF THEY'D STILL HAVE LISTENED AFTER COUGHING UP A SECOND CYCLE IN THE SAME DAY.


NO, NOT ON A PERSONAL THING--
THAT'S FUNNY: THE LIGHTS OVER THAT SIGN AREN'T ON.
LOST SOULS ASYLUM & REST HOME
PROFESSIONAL CARE
AND EVEN AS UNCOUNTED YEARS OF EXPECTING THE UNEXPECTED PROPEL CAP'S MIND ONE STEP FURTHER--TO THE IDEA THAT DARKNESS CAN BREED DEATH--
ASSAILANTS IN STRANGE GARB BURST FROM BEHIND THE SIGN--AND ATTACK!
KILL HIM! KILL CAPTAIN AMERICA!
THEY'RE ALL OVER THE ROAD! HAVE TO SWERVE--NOW!
JUST AS WE PLANNED, FOOL! OUR MASTER MAKES NO MISTAKES!
WE HADN'T EXPECTED YOU SO QUICKLY--BUT WE KNEW YOU'D COME!
SKEEE
BE CAREFUL! THE BLACK MAN ISN'T STOPPING--
WHOMP!
I FIGURED IF YOU STOPPED MOUTHIN' OFF, YOU'D NOTICE!
GO TO IT, FALC.!
GUARD MY FLANK AND I'LL GUARD YOURS!

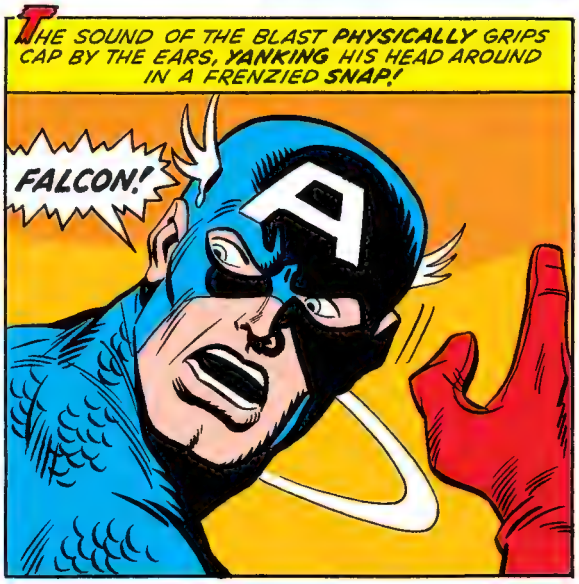

AS FOR YOU, TROOPER: NO FAIR GOING UNCONSCIOUS ON ME YET! I STILL HAVE A USE FOR YOU!
KRAK
BUDDA
BUDDA


YOU HAVE TO GET YOUR BUDDIES OFF MY BACK!


MEANWHILE, STILL DOING HIS STEVE McQUEEN BIT--
STOP HIM! DESTROY HIM!


I'VE NEVER SEEN SUCH DARING! THE MANIAC DRIVES LIKE HE WAS BORN ON A BIKE!
BUT THIS GRENADE WILL MAKE SURE HE DIES THERE!

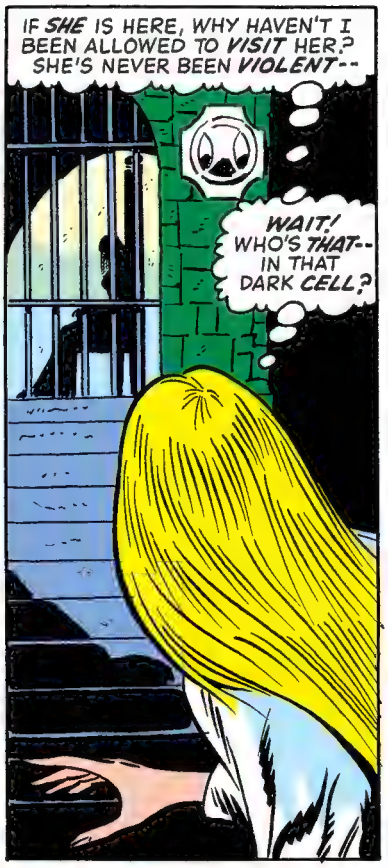
BOOM!


THE SOUND OF THE BLAST PHYSICALLY GRIPS CAP BY THE EARS, YANKING HIS HEAD AROUND IN A FRENZIED SNAP!
FALCON!

MISTER, YOU MAY NOT KNOW IT--BUT YOUR FATE IS GOING TO BE THE SAME AS THE MAN'S YOU JUST DYNAMITED!
BLOD!
IF HE LIVES, YOU'LL ONLY GET A HEADACHE--BUT IF HE DIES--
--YOU'LL DO WHAT, HERO? YOU'RE NO KILLER--
YOU JUST VALUE FRIENDSHIP TOO MUCH!
KLOM!
HE--HE LOOKED LIKE A MADMAN... AND HE HELD ME DOWN LIKE I WAS NOTHING--!
YOU HEARD THE MASTER'S BRIEFING JUST AS I DID, SNIVELER! THE MAN NOW HAS SUPER-STRENGTH--
--BUT, FORTUNATELY FOR US, HE IS NOT INVULNERABLE.
WE'D BETTER GET HIM TO THE ASYLUM BEFORE HE WAKES UP, THEN.
I'LL SAY!
AND WHAT ABOUT HIS PARTNER? IS HE REALLY DEAD?
NO SUCH LUCK. HE'S JUST UNCONSCIOUS.
ALL RIGHT. IT MAKES LITTLE DIFFERENCE IN THE LONG RUN.
TAKE THEM TO DR. FAUSTUS!

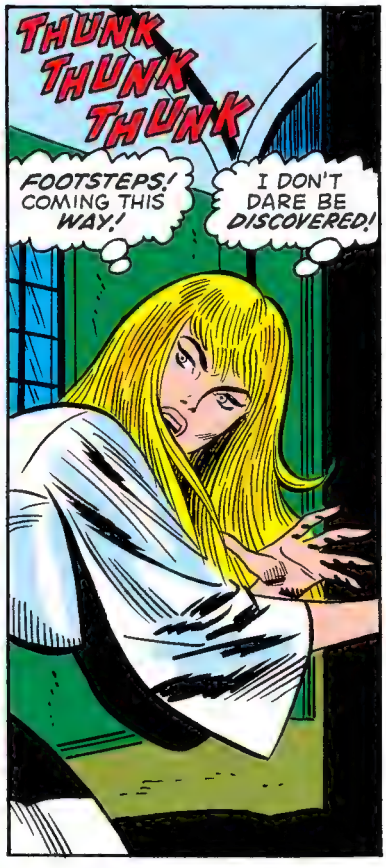
MIDNIGHT.
IT'S A GOOD THING MOTHER AND DAD WERE SWORN TO SECRECY WHEN I FIRST BECAME AN AGENT OF SHIELD--
SO THAT NO ONE KNOWS OF MY TRAINING...IN SUCH SKILLS AS PICKING LOCKS!
DESPITE THE FACTS THAT MY PARENTS ARE HERE, AND THAT DR. WOLFGANG HAS BEEN EXTREMELY KIND, THERE'S STILL SOMETHING...WRONG...ABOUT THIS PLACE.

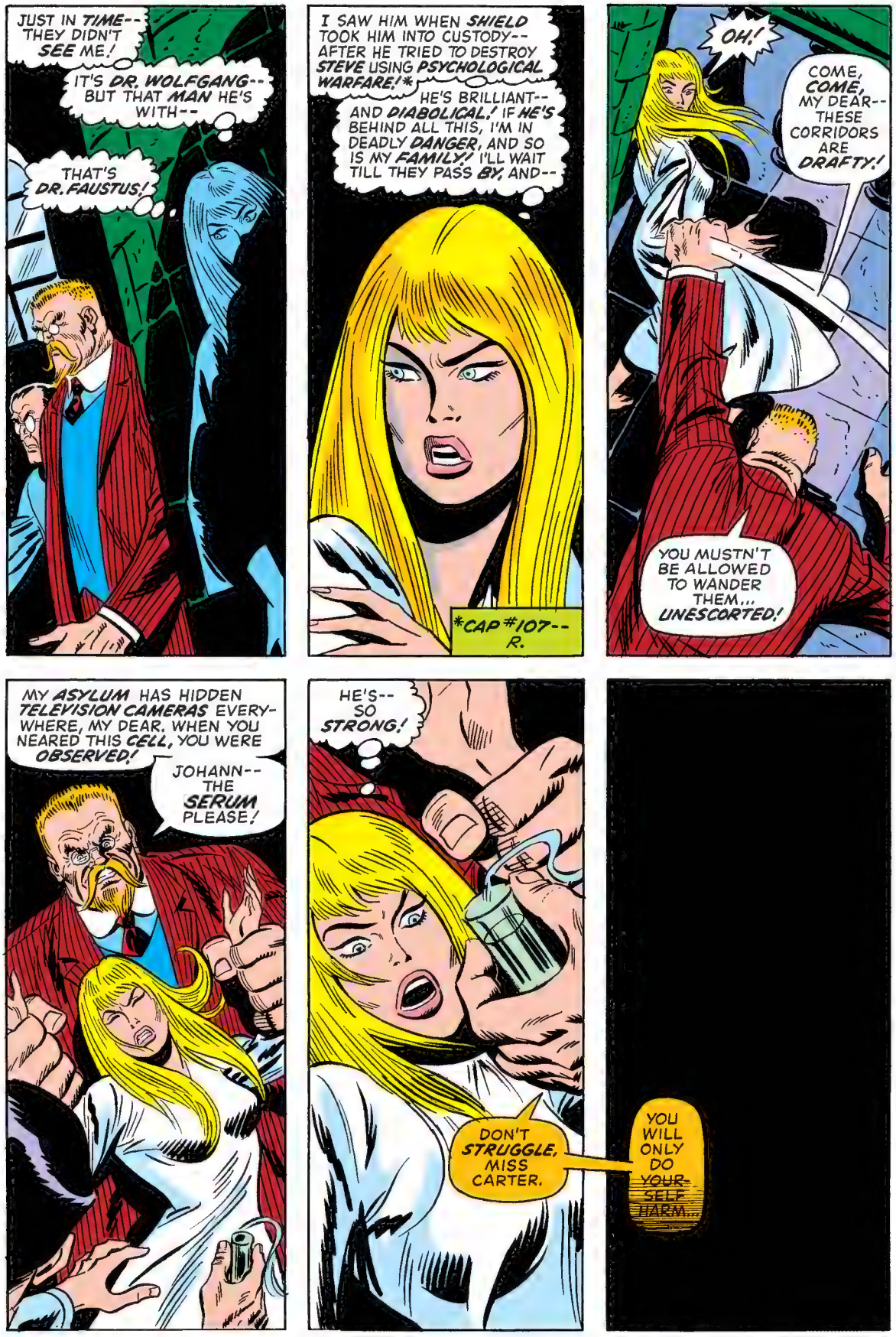
WHY SHOULD I HAVE A CAR ACCIDENT JUST AS I ARRIVED HERE? AND WHY CAN'T I REMEMBER HAVING IT?
WHY SHOULD I BE LOCKED UP IN THE FIRST PLACE? I KNOW THE LOST SOULS ASYLUM IS A MENTAL HOSPITAL, BUT I'M NOT SCHIZO.
AND THE STRAW THAT BROKE THE CAMEL'S BACK IS HER.


IF SHE IS HERE, WHY HAVEN'T I BEEN ALLOWED TO VISIT HER? SHE'S NEVER BEEN VIOLENT--
WAIT! WHO'S THAT-- IN THAT DARK CELL?

STEALTHILY GLIDING TO THE TOP OF THE WINDING STAIR-CASE, HOLDING HER BREATH AS IF APPROACHING A WOOD-LAND CREATURE WHICH MIGHT FLEE SHOULD HER PRESENCE BECOME KNOWN, SHARON STRAINS HER EYES TO PIERCE THE GLOOM... AND THEN--

IT'S HER!
BUT WHY IS SHE KEPT A PRISONER? WHAT ARE THEY DOING TO HER?


THUNK THUNK THUNK
FOOTSTEPS! COMING THIS WAY!
I DON'T DARE BE DISCOVERED!


JUST IN TIME-- THEY DIDN'T SEE ME!
IT'S DR. WOLFGANG-- BUT THAT MAN HE'S WITH--
THAT'S DR. FAUSTUS!
I SAW HIM WHEN SHIELD TOOK HIM INTO CUSTODY-- AFTER HE TRIED TO DESTROY STEVE USING PSYCHOLOGICAL WARFARE!*
HE'S BRILLIANT-- AND DIABOLICAL! IF HE'S BEHIND ALL THIS, I'M IN DEADLY DANGER, AND SO IS MY FAMILY! I'LL WAIT TILL THEY PASS BY, AND--
*CAP #107-- R.
OH!
COME, COME, MY DEAR-- THESE CORRIDORS ARE DRAFTY!
YOU MUSTN'T BE ALLOWED TO WANDER THEM... UNESCORTED!
MY ASYLUM HAS HIDDEN TELEVISION CAMERAS EVERY-WHERE, MY DEAR. WHEN YOU NEARED THIS CELL, YOU WERE OBSERVED!
JOHANN-- THE SERUM PLEASE!
HE'S-- SO STRONG!
DON'T STRUGGLE, MISS CARTER.
YOU WILL ONLY DO ~~YOUR-SELF~~ HARM...

DAWN.
AHHH, MY HEAD...
SHARON! SHARON, I'VE FOUND YOU!
BUT WHAT IS THIS? WHAT'S GOING ON?
YEAH, AND WHILE YOU'RE AT IT, MAMA--WHAT AM I DOING WEARING THE UNIFORM OF AN ARMY SERGEANT?
I DON'T KNOW, STEVE! I DON'T!
I HAVE THE FEELING I DID KNOW, BUT MY MEMORY IS SO HAZY--!
DON'T LOOK NOW, MAN, BUT THERE'S MORE THAN THINKIN' INVOLVED!
MINE, TOO! I REMEMBER RIDING ALONG WITH FALC--COMING TO A SIGN--AND THEN IT ALL GOES BLANK!
BUT--THIS STREET... AND THE WAY YOU'RE DRESSED--IT MAKES ME THINK OF WORLD WAR II--
THERE'S A WHOLE SQUADRON OF NAZI SOLDIERS CHARGIN' STRAIGHT AT US!
TÖTEN DIE AMERIKANISCHE SCHWEINE!
THIS IS CRAZY--INSANE! BUT THERE'S NO TIME TO THINK ABOUT IT NOW--
WE'VE GOT NO CHOICE EXCEPT TO FIGHT--FOR OUR LIVES!
TRUER WORDS WERE NEVER SPOKEN, FOOL!
MY MEN--NOW GARBED IN THE UNIFORM OF THE INFAMOUS GESTAPO--WILL SURELY KILL YOU IF YOU DO NOT DEFEAT THEM!
AND EITHER WAY, MY PURPOSE WILL BE WELL SERVED!
MANY MEN HAVE TRIED TO DESTROY CAPTAIN AMERICA THROUGH PHYSICAL MEANS, AND I AM NOT ABOVE THAT--
--BUT ONLY DR. FAUSTUS CAN ALSO STRIKE THROUGH THE MIND...
...AND BECAUSE OF THAT--CAPTAIN AMERICA IS DOOMED!
NEXT: IF YOU HAVEN'T ALREADY GUESSED (AND EVEN IF YOU HAVE)...THE REASON WHY!!!

CAPT. AMERICA
MARVEL COMICS GROUP™
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162
JUNE
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CAPTAIN AMERICA™
AND
THE FALCON™
NO! GET BACK, ALL OF YOU! THIS CAN'T BE HAPPENING--
--AND YET, IT IS!
PERHAPS THE MOST SOUL-SEARING SAGA OF ALL!!
CAP GOES MAD!

Stan Lee PRESENTS: CAPTAIN AMERICA, AND THE FALCON™

STEVE ENGLEHART, AUTHOR & SAL BUSCEMA, ARTIST have co-created another Cap classic!

so say JOHN VERPOORTEN, inker • JOHN COSTANZA, letterer • P. GOLDBERG colorist • ROY THOMAS, editor & IRVING FORBUSH, notary public

THIS WAY LIES MADNESS!

THIS IS INSANE! FIRST SHARON DISAPPEARS FROM NEW YORK, LEAVING ONLY A CRYPTIC NOTE SAYING SHE'LL NEVER SEE ME AGAIN--

THEN, WHEN THE FALCON AND I GET A LEAD ON HER AND FOLLOW IT TO CONNECTICUT, A HORDE OF MEN IN FUTURISTIC UNIFORMS AMBUSHES US--

AND NOW, WE'VE AWAKENED TO FIND BOTH SHARON AND OURSELVES SEEMINGLY TRAPPED IN PARIS AT THE END OF WORLD WAR II, WITH FALC IN AN ARMY UNIFORM--

--AND A SQUAD OF SCREAMING NAZIS COMING IN FOR THE KILL!

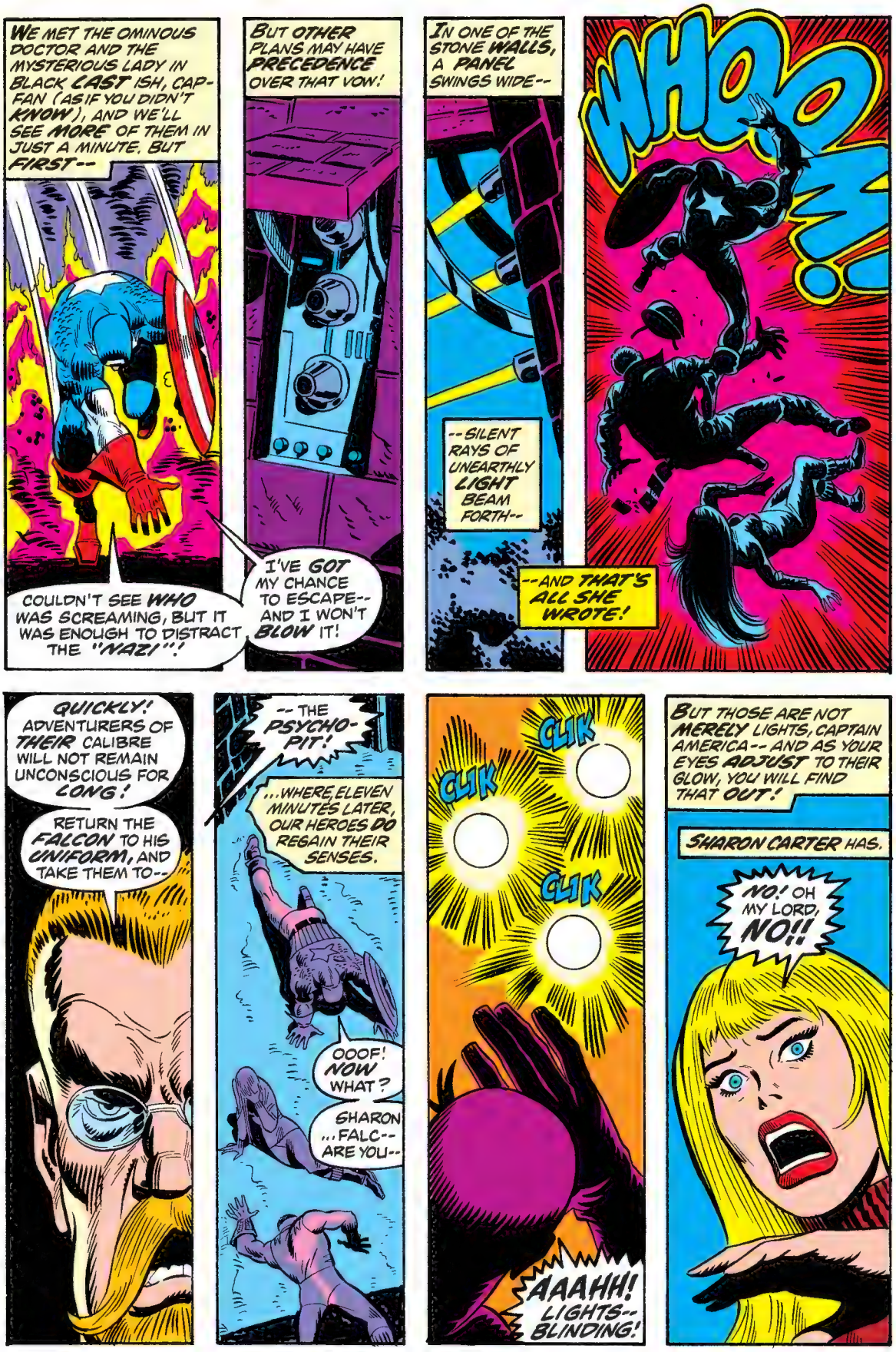
GOT ALL THAT, TIGER? THEN, LET'S MOVE--!

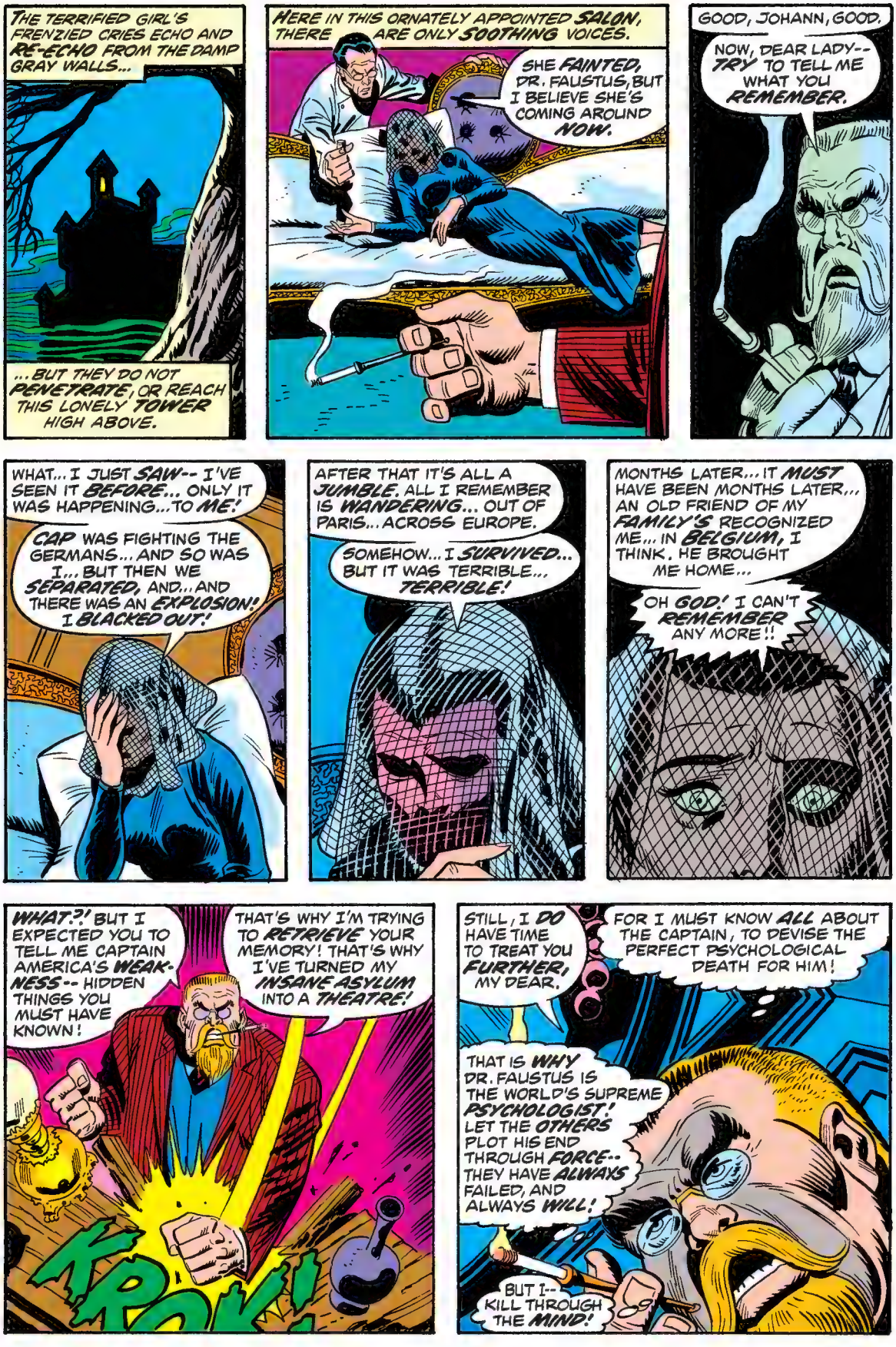
13272

CAP! WHAT'S GOING ON? HAVE YOU GOT ANY IDEA?
NOT EVEN A GLIMMER OF ONE, FALC! ALL I KNOW IS--
CLASH!
--IF WE DON'T STOP STARING AND DO SOMETHING, IT'S GOING TO BE HARMFUL TO OUR HEALTH!
BAM!
POW!
SOMETHING'S NAGGING ME... TELLING ME I SHOULD KNOW WHAT'S HAPPENING...
BUT I CAN'T PIN IT DOWN... AND THERE'S NO TIME TO THINK!
CAP, WHAT ARE YOU DOING HERE?
MY NOTE SAID NOT TO FOLLOW ME!
KLUD!
YOUR NOTE WASN'T YOU, HONEY--

IF YOU WANT TO WALK OUT ON ME, I'LL HAVE TO HEAR IT FROM YOUR OWN LIPS!
I'M NOT ALWAYS ABLE TO SHOW IT THE WAY I'D LIKE, BUT I LOVE YOU, SHARON!
OH, CAP-- I WISH YOU HADN'T COME--
I DIDN'T WANT YOU INVOLVED--
--BUT SINCE I'VE GAINED A LITTLE BREATHING ROOM FOR A SECOND, I HAVE TO TELL YOU--
I LOVE YOU FOR IT!
YOU LITTLE NUT! ARE YOU TRYING TO GET US KILLED?
KLANG!
HA! YOU'RE TOO SERIOUS, AVENGER!
I AM WHEN I'M FIGHTING, LADY!

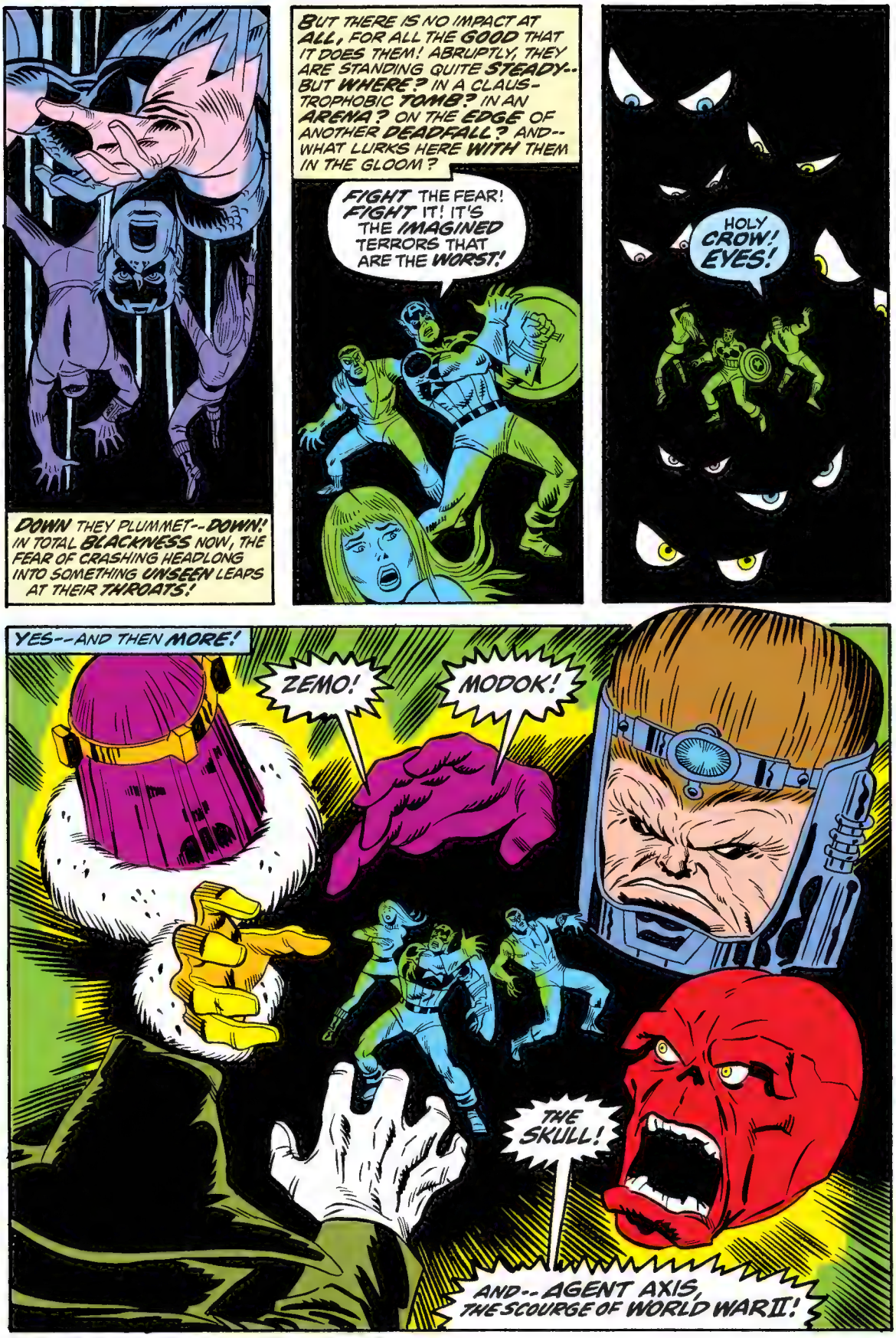
DUMMKOPF! ONLY DA LOYAL LEGIONS O' DA T'IRD REICH CAN PRODUCE REAL FIGHTERS!
SHUT UP, YOU MEAT-HEAD!
TASTE DIS FLAME T'ROWER!
THAT'S GOT TO BE THE PHONIEST GERMAN ACCENT I'VE EVER BEEN PRIVILEGED TO HEAR.
THESE GUYS AREN'T NAZIS-- THEY'RE THE TROOPS THAT WORE THE JAZZY COSTUMES EARLIER!
FOR SOME UNKNOWN REASON, THIS HAS ALL BEEN STAGED-- BUT FROM THE WAY HE'S SPRAYING THAT FLAME, THE FINALE CAN STILL BE DEATH!
I'VE GOT TO--
YET BEFORE THE STAR-SPANGLED HERO'S LIGHTNING THOUGHTS CAN FLY ANY FURTHER, A SENSES-SHATTERING SCREAM SPLITS THE AIR AS IF CLAWING ITS WAY FROM THE DEPTHS OF HELL--
EEEE


WE MET THE OMINOUS DOCTOR AND THE MYSTERIOUS LADY IN BLACK LAST ISH, CAP-FAN (AS IF YOU DIDN'T KNOW), AND WE'LL SEE MORE OF THEM IN JUST A MINUTE. BUT FIRST--
COULDN'T SEE WHO WAS SCREAMING, BUT IT WAS ENOUGH TO DISTRACT THE "NAZI"!
BUT OTHER PLANS MAY HAVE PRECEDENCE OVER THAT VOW!
I'VE GOT MY CHANCE TO ESCAPE-- AND I WON'T BLOW IT!
IN ONE OF THE STONE WALLS, A PANEL SWINGS WIDE--
--SILENT RAYS OF UNEARTHLY LIGHT BEAM FORTH--
--AND THAT'S ALL SHE WROTE!
WHOOM!!
QUICKLY! ADVENTURERS OF THEIR CALIBRE WILL NOT REMAIN UNCONSCIOUS FOR LONG!
RETURN THE FALCON TO HIS UNIFORM, AND TAKE THEM TO--
--THE PSYCHO-PIT!
...WHERE, ELEVEN MINUTES LATER, OUR HEROES DO REGAIN THEIR SENSES.
OOOF! NOW WHAT?
SHARON ...FALC-- ARE YOU--
CLIK
CLIK
CLIK
AAAHH! LIGHTS-- BLINDING!
BUT THOSE ARE NOT MERELY LIGHTS, CAPTAIN AMERICA-- AND AS YOUR EYES ADJUST TO THEIR GLOW, YOU WILL FIND THAT OUT!
SHARON CARTER HAS.
NO! OH MY LORD, NO!!

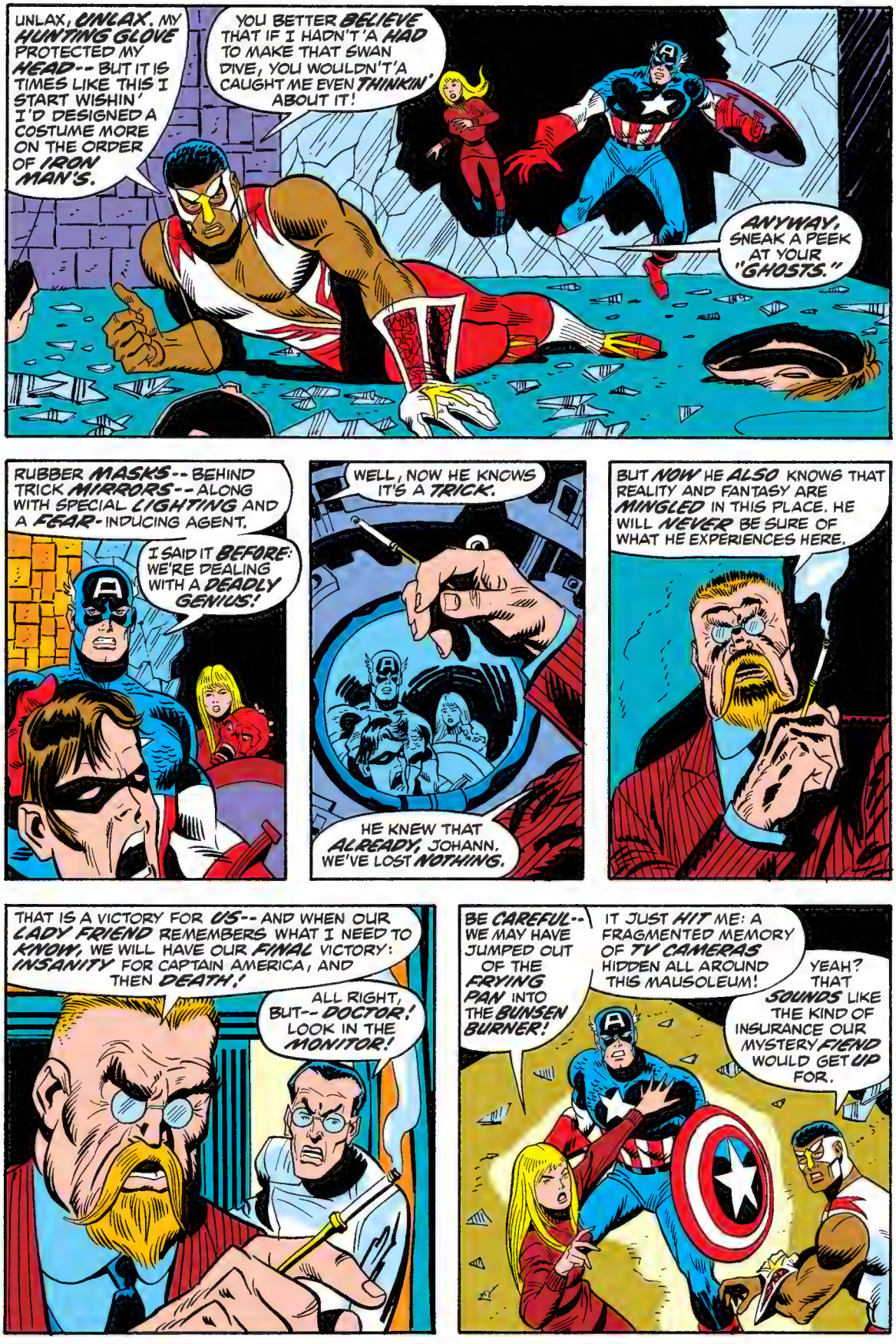

THE TERRIFIED GIRL'S FRENZIED CRIES ECHO AND RE-ECHO FROM THE DAMP GRAY WALLS...
...BUT THEY DO NOT PENETRATE, OR REACH THIS LONELY TOWER HIGH ABOVE.
HERE IN THIS ORNATELY APPOINTED SALON, THERE ARE ONLY SOOTHING VOICES.
SHE FAINTED, DR. FAUSTUS, BUT I BELIEVE SHE'S COMING AROUND NOW.
GOOD, JOHANN, GOOD.
NOW, DEAR LADY-- TRY TO TELL ME WHAT YOU REMEMBER.
WHAT... I JUST SAW-- I'VE SEEN IT BEFORE... ONLY IT WAS HAPPENING... TO ME!
CAP WAS FIGHTING THE GERMANS... AND SO WAS I... BUT THEN WE SEPARATED, AND... AND THERE WAS AN EXPLOSION! I BLACKED OUT!
AFTER THAT IT'S ALL A JUMBLE. ALL I REMEMBER IS WANDERING... OUT OF PARIS... ACROSS EUROPE.
SOMEHOW... I SURVIVED... BUT IT WAS TERRIBLE... TERRIBLE!
MONTHS LATER... IT MUST HAVE BEEN MONTHS LATER... AN OLD FRIEND OF MY FAMILY'S RECOGNIZED ME... IN BELGIUM, I THINK. HE BROUGHT ME HOME...
OH GOD! I CAN'T REMEMBER ANY MORE!!
WHAT?! BUT I EXPECTED YOU TO TELL ME CAPTAIN AMERICA'S WEAKNESS -- HIDDEN THINGS YOU MUST HAVE KNOWN!
THAT'S WHY I'M TRYING TO RETRIEVE YOUR MEMORY! THAT'S WHY I'VE TURNED MY INSANE ASYLUM INTO A THEATRE!
KRAK!
STILL, I DO HAVE TIME TO TREAT YOU FURTHER, MY DEAR.
FOR I MUST KNOW ALL ABOUT THE CAPTAIN, TO DEVISE THE PERFECT PSYCHOLOGICAL DEATH FOR HIM!
THAT IS WHY DR. FAUSTUS IS THE WORLD'S SUPREME PSYCHOLOGIST! LET THE OTHERS PLOT HIS END THROUGH FORCE-- THEY HAVE ALWAYS FAILED, AND ALWAYS WILL!
BUT I-- KILL THROUGH THE MIND!

"IN THE MEANTIME, HOWEVER, HIS MIND--AND THOSE OF HIS FRIENDS--ARE BEING PREPARED FOR THE FINAL STROKE QUITE THOROUGHLY!"
NO! OH NO!
GET AHOLD OF YOURSELF, SHARON! THIS MUST BE A TRICK, LIKE BEFORE!
BUT LOOK AT IT, CAP! I CAN SEE IT CLEARLY, AND YOU KNOW YOU CAN, TOO!
I CAN EVEN SMELL IT! IT'S REAL! IT'S REAL!!
NO, SHARON! THERE'S SOME KIND OF HYPNOTIC EFFECT FROM THE LIGHTS--OR MAYBE A SUBTLE GAS!
I DON'T KNOW THE ANSWER FOR SURE--BUT I TELL YOU--THAT'S GOT TO BE AN ILLUSION!
BLONG!
YOU SEE? MY SHIELD WENT RIGHT THROUGH IT AND BOUNCED OFF THE WALL BEHIND!

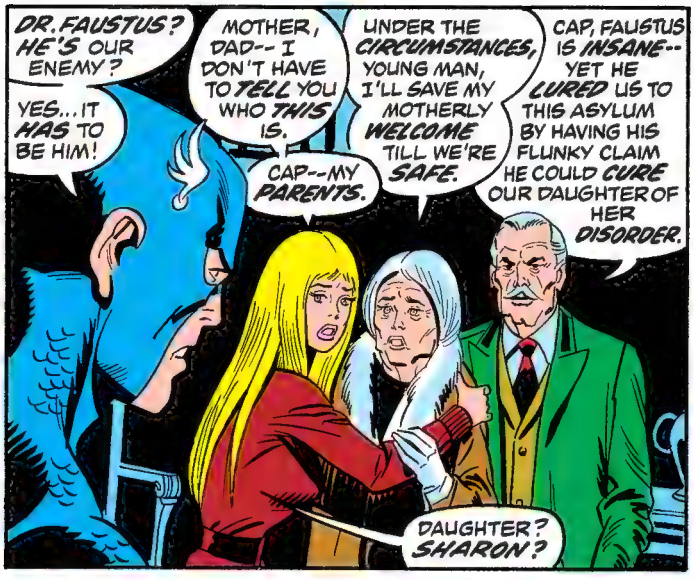
GODZILLA'S VANISHED COMPLETELY!
WHOEVER'S DOING THIS TO US IS DIABOLICLY CLEVER AND--EVIDENTLY --TECHNICALLY INGENIOUS! DON'T LET IT GET TO YOU!
YOU WERE RIGHT, MAN!
BUT NO ONE IS AFTER THEM, YOU FOOL! I AM AFTER ONLY YOU!
THAT VOICE! IT'S--
--THE RED SKULL!
YES! AND NOW I WILL HAVE MY REVENGE
CAP-- THE SKULL'S DEAD! WE SAW HIM DIE!
HE SURVIVED SEEMINGLY CERTAIN DEATH BEFORE, FALC-- BUT I'M BETTING THIS IS JUST ANOTHER ILLUSION!
EITHER WAY, IT MAKES NO DIFFERENCE!
I'M READY FOR ANYTHING--
GOOD LORD!

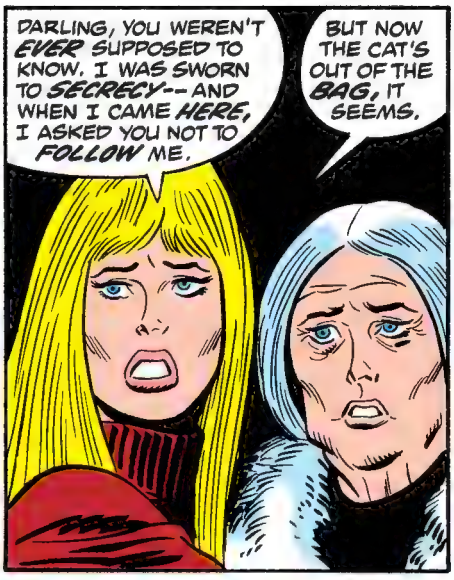

DOWN THEY PLUMMET--DOWN! IN TOTAL BLACKNESS NOW, THE FEAR OF CRASHING HEADLONG INTO SOMETHING UNSEEN LEAPS AT THEIR THROATS!
BUT THERE IS NO IMPACT AT ALL, FOR ALL THE GOOD THAT IT DOES THEM! ABRUPTLY, THEY ARE STANDING QUITE STEADY-- BUT WHERE? IN A CLAUS-TROPHOBIC TOMB? IN AN ARENA? ON THE EDGE OF ANOTHER DEADFALL? AND-- WHAT LURKS HERE WITH THEM IN THE GLOOM?
FIGHT THE FEAR! FIGHT IT! IT'S THE IMAGINED TERRORS THAT ARE THE WORST!
HOLY CROW! EYES!
YES--AND THEN MORE!
ZEMO!
MODOK!
THE SKULL!
AND-- AGENT AXIS, THE SCOURGE OF WORLD WAR II!

FOLLOW ME! WHATEVER'S OUT THERE CAN'T BE ANY MORE INSANE THAN THIS!
CAP! CAP! YOU'VE GOT TO... HELP ME, TOO!
BUCKY!
BUCKY-- YOU'RE DEAD! I KNOW YOU'RE DEAD! I'VE ACCEPTED THAT!
BUT WHAT IF I'M WRONG? WHAT IF YOU SURVIVED-- AND NEEDED ME? ALL THOSE YEARS, KID! ALL THOSE YEARS!
CAP! SNAP OUT OF IT!
WHATEVER THEY'RE USING TO FREAK US OUT, IT MUST BE GETTIN' WORSE, TO AFFECT HIM LIKE THAT!
IT PLAYS WITH OUR BRAINS-- HYPIN' OUR SECRET FEARS--
--BUT BUCKY-BOY DON'T MEAN A THING TO ME!
KRASH!
AND, AS SUDDENLY AS THE NIGHTMARE BEGAN-- IT IS OVER!
WHEW! AS THE SAPPY GUY ON TELEVISION ALWAYS SAYS, "THANKS, I NEEDED THAT!"
BUT WHAT HAPPENED TO FALC? SMASHING THROUGH THAT GLASS--!
YOU'RE RIGHT! COME ON!

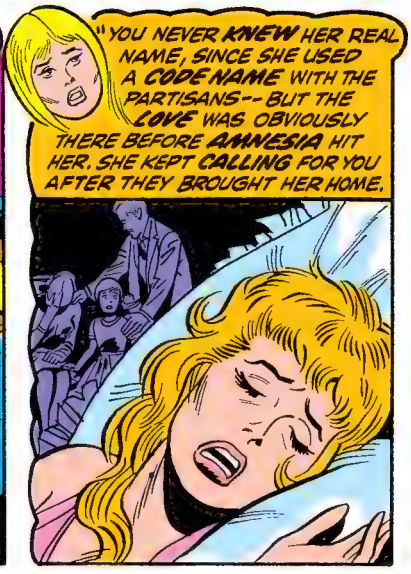

UNLAX, UNLAX. MY HUNTING GLOVE PROTECTED MY HEAD-- BUT IT IS TIMES LIKE THIS I START WISHIN' I'D DESIGNED A COSTUME MORE ON THE ORDER OF IRON MAN'S.
YOU BETTER BELIEVE THAT IF I HADN'T 'A HAD TO MAKE THAT SWAN DIVE, YOU WOULDN'T'A CAUGHT ME EVEN THINKIN' ABOUT IT!
ANYWAY, SNEAK A PEEK AT YOUR "GHOSTS."
RUBBER MASKS-- BEHIND TRICK MIRRORS-- ALONG WITH SPECIAL LIGHTING AND A FEAR-INDUCING AGENT.
I SAID IT BEFORE: WE'RE DEALING WITH A DEADLY GENIUS!
WELL, NOW HE KNOWS IT'S A TRICK.
HE KNEW THAT ALREADY, JOHANN. WE'VE LOST NOTHING.
BUT NOW HE ALSO KNOWS THAT REALITY AND FANTASY ARE MINGLED IN THIS PLACE. HE WILL NEVER BE SURE OF WHAT HE EXPERIENCES HERE.
THAT IS A VICTORY FOR US-- AND WHEN OUR LADY FRIEND REMEMBERS WHAT I NEED TO KNOW, WE WILL HAVE OUR FINAL VICTORY: INSANITY FOR CAPTAIN AMERICA, AND THEN DEATH!
ALL RIGHT, BUT-- DOCTOR! LOOK IN THE MONITOR!
BE CAREFUL-- WE MAY HAVE JUMPED OUT OF THE FRYING PAN INTO THE BUNSEN BURNER!
IT JUST HIT ME: A FRAGMENTED MEMORY OF TV CAMERAS HIDDEN ALL AROUND THIS MAUSOLEUM!
YEAH? THAT SOUNDS LIKE THE KIND OF INSURANCE OUR MYSTERY FIEND WOULD GET UP FOR.

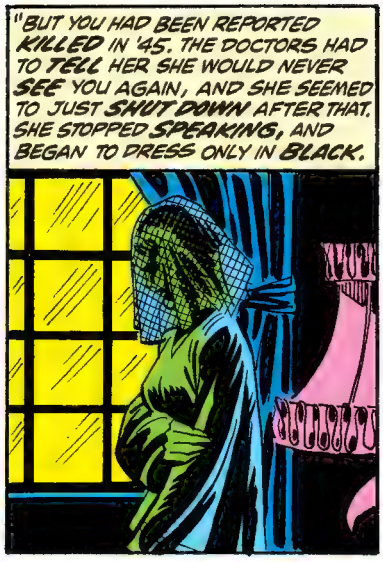
AND THERE IT IS-- TUCKED AWAY IN THE CORNER!
WOULD YOU LIKE TO DO THE HONORS, FALC?
DELIGHTED, I'M SURE, MY DEAR ALPHONSE.
SNIK!
KROK!
NOW LET'S GET OUT OF HERE!
EVERY SENSE ON THE ALERT, EACH OF OUR PEOPLE STALKS THE DANK HALLS, READY FOR ANYTHING -- AND IF THE TRUTH BE TOLD, EVEN HOPING FOR IT, SO THEY CAN EVEN THE SCORE. THEN--
SOMEBODY BEHIND THAT DOOR, CAP. I HEAR VOICES.
OPERATES ON SOME ELECTRONIC SIGNAL, I BET. THERE'S NO DOOR-KNOB, OR ANY OTHER HANDHOLD.
IF WE'RE GOING IN THERE-- AND WE ARE--
WE'LL HAVE TO RELY ON MY SUPER-STRENGTH!
LIKE THIS!!
RRRK
K
K
WHO IS IT, CAP? WHO?
MOTHER! DADDY!
SHARON! THANK HEAVEN YOU'VE COME!
DR. WOLFGANG HAS A SUPERIOR-- A DR. FAUSTUS -- AND HE ORDERED US LOCKED UP IN HERE!

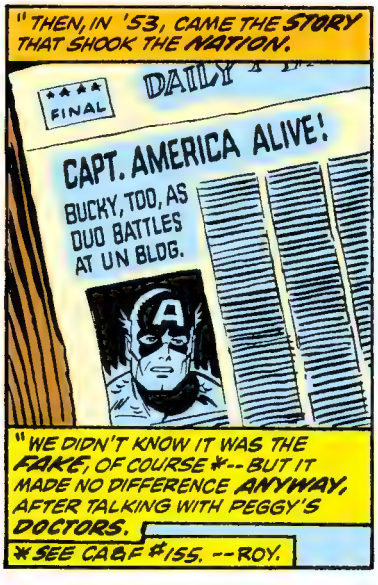

DR. FAUSTUS? HE'S OUR ENEMY?
YES... IT HAS TO BE HIM!
MOTHER, DAD-- I DON'T HAVE TO TELL YOU WHO THIS IS.
CAP--MY PARENTS.
UNDER THE CIRCUMSTANCES, YOUNG MAN, I'LL SAVE MY MOTHERLY WELCOME TILL WE'RE SAFE.
CAP, FAUSTUS IS INSANE-- YET HE LURED US TO THIS ASYLUM BY HAVING HIS FLUNKY CLAIM HE COULD CURE OUR DAUGHTER OF HER DISORDER.
DAUGHTER? SHARON?


DARLING, YOU WEREN'T EVER SUPPOSED TO KNOW. I WAS SWORN TO SECRECY-- AND WHEN I CAME HERE, I ASKED YOU NOT TO FOLLOW ME.
BUT NOW THE CAT'S OUT OF THE BAG, IT SEEMS.

WE'RE TALKING ABOUT MY SISTER, PEGGY CARTER--
--THE GIRL YOU LOVED IN WORLD WAR II!*
* THE FULL STORY IN TALES OF SUSPENSE #77. --R.


"YOU NEVER KNEW HER REAL NAME, SINCE SHE USED A CODE NAME WITH THE PARTISANS-- BUT THE LOVE WAS OBVIOUSLY THERE BEFORE AMNESIA HIT HER. SHE KEPT CALLING FOR YOU AFTER THEY BROUGHT HER HOME.


"BUT YOU HAD BEEN REPORTED KILLED IN '45. THE DOCTORS HAD TO TELL HER SHE WOULD NEVER SEE YOU AGAIN, AND SHE SEEMED TO JUST SHUT DOWN AFTER THAT. SHE STOPPED SPEAKING, AND BEGAN TO DRESS ONLY IN BLACK.


"THEN, IN '53, CAME THE STORY THAT SHOOK THE NATION.
FINAL
CAPT. AMERICA ALIVE!
BUCKY, TOO, AS DUO BATTLES AT UN BLDG.
"WE DIDN'T KNOW IT WAS THE FAKE, OF COURSE *-- BUT IT MADE NO DIFFERENCE ANYWAY, AFTER TALKING WITH PEGGY'S DOCTORS.
*SEE CAGF #155. --ROY.

"THEY SAID HER MENTAL STATE HAD BECOME SO PRECARIOUS THAT ANY SHOCK-- EVEN A HAPPY ONE-- MIGHT DESTROY HER MIND FOREVER. SHE HAD LIVED TOO LONG WITH ONE 'REALITY' TO ACCEPT ANOTHER.
"WE ALL SWORE NEVER TO TELL HER ABOUT CAPTAIN AMERICA, OR HIM ABOUT HER. BECAUSE OF THAT, IT MADE US GLAD WHEN THE FAKE VANISHED.

"LATER YOU APPEARED. I HAD GROWN UP, SO I JOINED SHIELD TO MEET YOU-- TO SEE THE MAN WHO HAD INSPIRED SO MUCH LOVE IN MY SISTER.
"WHAT I SAW INSPIRED LOVE IN ME."

I THOUGHT PEGGY WOULD NEVER KNOW OR CARE-- AND LOGICALLY, THAT WAS TRUE. BUT EMOTIONALLY, I FELT DISLOYAL, AND THAT'S WHY I NEVER ACCEPTED YOUR PROPOSALS.
THEN, WHEN MOTHER AND DADDY CALLED TO SAY A NEW DOCTOR HAD PROMISED A CURE, I KNEW I HAD TO GET OUT OF YOUR LIFE-- BECAUSE NOW PEGGY WOULD KNOW.
FOR A VERY LONG MINUTE, HIS SLITTED EYES ARE CAP'S ONLY RESPONSE... UNTIL...
FAUSTUS! MANIPULATING-- DESTROYING LIVES LIKE SOME GHOULISH PUPPETEER!
WHEN I THINK OF THE PEOPLE HE'S HURT WITH WHATEVER HIS STUPID SCHEME IS--!
HIS VOICE IS AS INHUMANLY COLD AS HIS FELLOW AVENGER'S, THE VISION'S.
I'M GETTING YOU OUT OF HERE-- ALL OF YOU.
WHERE IS HE HOLDING PEGGY?
THERE'S A SPECIAL ROOM-- IN THE TOWER--
AND HE IS GONE, RACING AWAY FROM EVERYONE ON A VERY PERSONAL MISSION OF VENGEANCE-- AND MORE!
PEGGY CARTER... PEGGY, I THOUGHT I'D LOST HER, LIKE I LOST BUCKY AND EVERYTHING ELSE FROM THE FIRST PART OF MY LIFE!
WE ONLY KNEW EACH OTHER FOR WEEKS-- BUT SHE WAS THE FIRST GIRL I EVER LOVED--
--AND THE LAST, UNTIL SHARON!
THERE'S THE TOWER!
SHARON'S SISTER! I SHOULD HAVE GUESSED -- THEY LOOK SO MUCH ALIKE.
BUT HOW COULD I HAVE KNOWN?
WITHOUT EVEN THINKING ABOUT HIS NEW STRENGTH ANY MORE, THE GRIM ADVENTURER AUTOMATICALLY SCALES THE ROUGH STONE WALL.
NO GUARD'S GOING TO CATCH ME OUT HERE--
--AND NO GUARD'S GOING TO STOP ME IF HE DOES.
WHO-- WHO'S THERE?
THE LIGHT'S IN MY EYES. I CAN'T MAKE OUT WHO--
PEGGY...
PEGGY, IT'S ME... CAP...

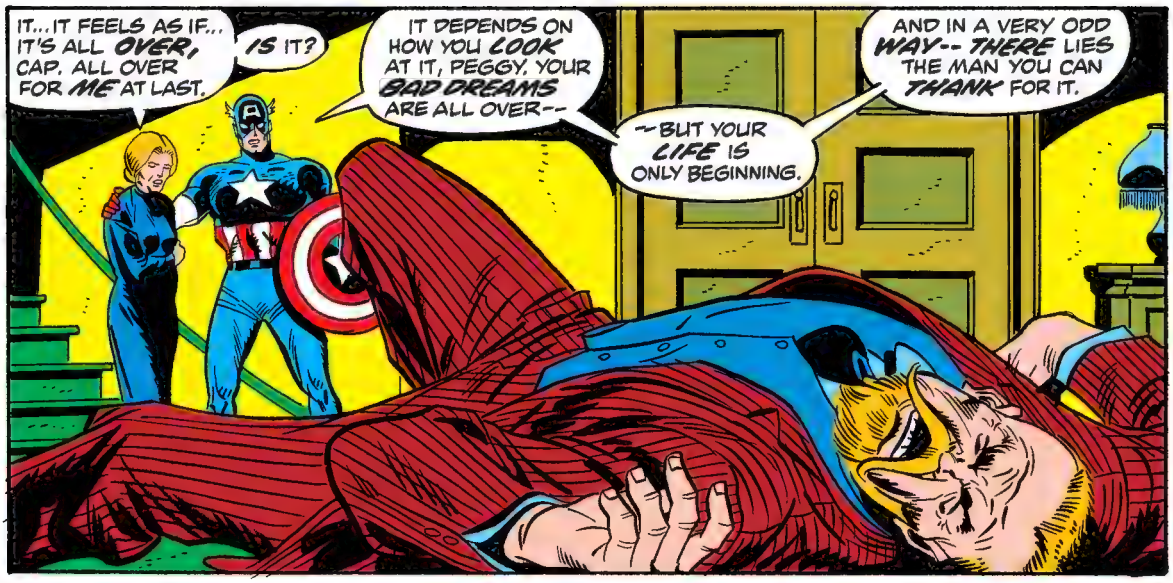
CAP...
HELLO, MADEMOISELLE.
I KNEW SHE WOULD BE ALL RIGHT! AFTER I HEARD HER TALKING AGAIN, I KNEW SHE WAS WELL ENOUGH TO STAND THE SHOCK OF MEETING ME.
THEY SAID YOU WERE DEAD, CAP.
IT'S BEEN A NIGHTMARE, PEGGY-- A LONG NIGHTMARE-- BUT NOW...
WAIT I HEAR--
--FOOTSTEPS, COMING THIS WAY!
CAREFUL, CUTLER! THE MASTER SAID HE SAW CAPTAIN AMERICA ON THE MONITOR!
I HEARD HIM, TOO, STURGES. BUT SINCE NOBODY WITH A STAR ON HIS CHEST CAME PAST US UP THE STAIRS ALL DAY, I FIND IT HARD TO SWALLOW.
SWALLOWING WON'T GET ANY EASIER, EITHER!
ARRGHH!
HE RIPPED THE DOOR-- RIGHT OFF ITS HINGES--!

THAT FOOL YANKED ME INTO THE ROOM BEHIND HIM, WHILE HE'S STILL GOT TO TAKE ON ALL THE OTHERS!
THIS IS MY CHANCE!
NO YOU DON'T, FRITZ! I NEVER SAW A NAZI UNIFORM LIKE THAT BEFORE--
--BUT I'M NOT HERE FOR A FASHION SHOW!
PLOK!
NAZI--? DOES SHE STILL BELIEVE THIS IS WORLD WAR II?
IF SHE DOES, I'VE GOT MORE PROBLEMS THAN JUST THESE GOONS ON MY HANDS!
SHE MAY WANT TO FIGHT AT MY SIDE LIKE THE OLD DAYS--NOT REALIZING HER AGE!
I'VE GOT TO MOVE INTO TOTAL OFFENSE--CARRY THE BATTLE AWAY FROM HER!
HEADS UP, MISTER--
CAPTAIN AMERICA IS COMING THROUGH!

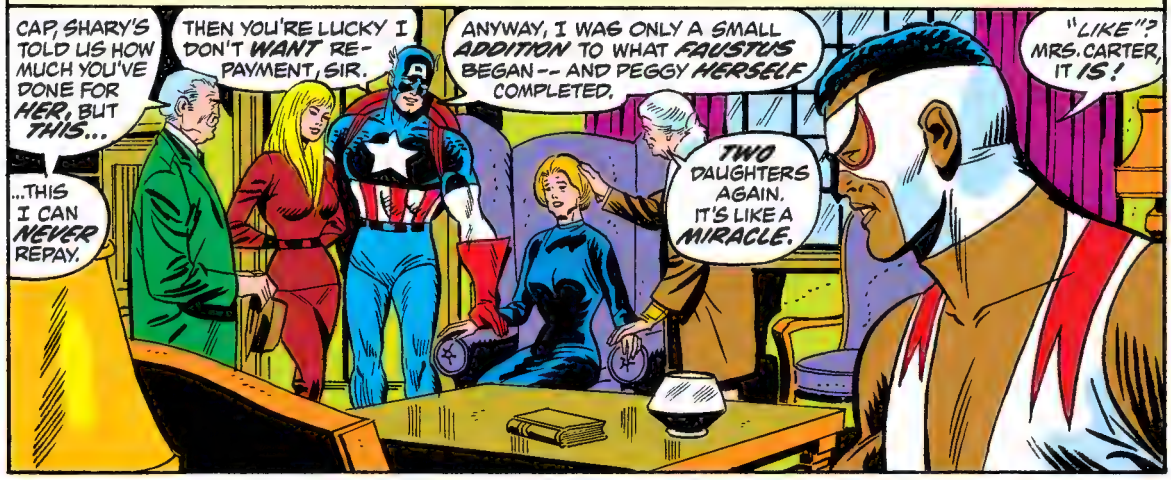
IT'S THE CURSE-- MY CONTINUING CURSE: TO HAVE REMAINED YOUNG WHILE EVERYONE AROUND ME TURNED OLD!
JUST ME AND THE SUB-MARINER-- HE BECAUSE OF HIS HYBRID BODY CHEMISTRY-- AND I BECAUSE I WAS FROZEN--
ONLY WE HAVE STAYED AS WE WERE, IN A WORLD OF THE MIDDLE-AGED!
LOOK AT 'IM-- COMIN' DOWN THE STAIRS LIKE DOUGLAS FAIRBANKS ON A GOOD DAY!
HE DON'T ACT LIKE HE'S EVEN GOT HIS MIND ON US!
THINKS WE'RE PUNKS, HUH? WE'LL SHOW 'IM!
YOU'RE RIGHT, GUNSELS: I DO THINK YOU'RE PUNKS-- PUNKS WHO ARE SHAKING SO HARD THEY CAN'T AIM!
IF THIS WERE A SHOOTING GALLERY, YOU'D NEVER WIN A KEWPIE DOLL-- BUT IT ISN'T--
-- SO YOU WIN THIS ONE!
THAT POLISHES OFF ALL THE TROOPS! NOW I HAVE TO SEE IF PEGGY'S ALL RIGHT-- AND PRAY THAT THERE WON'T BE ANY MORE OBSTACLES TO OUR GETTING THE HECK OUT OF THIS MADHOUSE!
FAUSTUS IS TOO--
-- DANGEROUS, CAPTAIN AMERICA?
YAGGHH!

AT LEAST YOU CLAIM NOT TO UNDERESTIMATE ME, THEN--ALTHOUGH YOU MOST CLEARLY DO.
MY PRIMAL DRIVE IS TO DESTROY YOUR MIND, CAPTAIN--BUT IT IS NOT AN OVER-POWERING DRIVE. I WOULD HAVE SETTLED, RELUCTANTLY, FOR HAVING MY MEN DESTROY YOUR BODY.
JUST AS NOW, YOU FORCE ME TO UTILIZE A WEAPON INSTEAD OF THEORY--A WEAPON WHICH WILL INCINERATE YOUR BRAIN!
IN A FEW SECONDS, WHEN THE PRESSURE BUILDS TO THE CORRECT POINT, YOUR SKULL WILL EXPLODE LIKE AN OVER-RIPE MELON!
THUS, I END YOUR MIND ONLY ON A BASIC LEVEL--BY ENDING YOUR BRAIN--BUT YOU WON'T BE ALIVE TO CARE.
FAUSTUS! I REMEMBER--HE SAID HE WAS HELPING ME--BUT I SEE NOW IT WAS A LIE!
I'VE GOT TO DO SOMETHING--
--AND THIS IS ALL I CAN DO!
BLONK!
I DID IT! I HIT HIM!
CAP! CAP! ARE YOU ALL RIGHT?
PEGGY... GO BACK...

FINALLY! FINALLY I HAVE MY CHANCE TO PROVE THAT HERR DOKTOR JOHANN WOLFGANG WAS NOT BORN TO BE AN AIDE-DE-CAMP!
YOU HAVE DOWNED THE HEAD PHYSICIAN, WITCH! NOW YOU MUST FACE MY KNIFE-- AND DIE!
I'VE SEEN MORE MENACE IN A BETTY BOOP CARTOON, BOSCHE!
THWACK!
THAT FOOL WOLFGANG! HE READ HER FILE! HE KNEW SHE WAS A TRAINED SPY AT THE TIME OF HER INJURY!
AS USUAL, DR. FAUSTUS MUST FIND THE FINAL ANSWER!
YOU WON'T FIND IT HERE, FAUSTUS!
YOU'LL HAVE TO GO OVER ME TO GET THAT GUN!
A PLEASURE, CAPTAIN! YOU BEAT ME ONCE BEFORE, DESPITE MY HEIGHT AND WEIGHT ADVANTAGE--
I WOULD LOVE A REMATCH!
SURE, DOC-- AND I DON'T DOUBT YOU COULD HURT ME IF YOU COULD HIT ME--
TONG
-- BUT I'D BE PRETTY STUPID TO LET YOU--
-- JUST LIKE YOU'RE STUPID TO LET ME HIT YOU--
PLOW!
WHOMP!
-- BUT YOU HAVEN'T GOT A CHOICE!
THIS IS FOR ALL THE CARTERS!


IT...IT FEELS AS IF... IT'S ALL OVER, CAP. ALL OVER FOR ME AT LAST.
IS IT?
IT DEPENDS ON HOW YOU LOOK AT IT, PEGGY. YOUR BAD DREAMS ARE ALL OVER--
--BUT YOUR LIFE IS ONLY BEGINNING.
AND IN A VERY ODD WAY-- THERE LIES THE MAN YOU CAN THANK FOR IT.

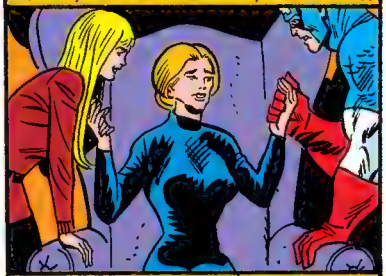
THE MOPPING-UP OPERATION IS SIMPLE NOW: FAUSTUS, WOLFGANG, AND ALL THE OTHERS ARE PILED INTO ONE OF THEIR OWN ESCAPE-PROOF CELLS... AND THEN THE GOOD PEOPLE GATHER TO JOYOUSLY CELEBRATE THE FIRST HAPPY DAY IN A LADY'S LIFE IN MANY, MANY DARK YEARS...


CAP, SHARY'S TOLD US HOW MUCH YOU'VE DONE FOR HER, BUT THIS...
...THIS I CAN NEVER REPAY.
THEN YOU'RE LUCKY I DON'T WANT RE-PAYMENT, SIR.
ANYWAY, I WAS ONLY A SMALL ADDITION TO WHAT FAUSTUS BEGAN-- AND PEGGY HERSELF COMPLETED.
TWO DAUGHTERS AGAIN. IT'S LIKE A MIRACLE.
"LIKE"? MRS. CARTER, IT IS!

WHAT'S THE VERDICT, PARTNER? CAN WE PUT OFF GOING BACK TO THE CITY AND OUR VARIOUS HASSLES THERE?
THE VERDICT IS A BIG, FAT YES, MAN. I KINDA THOUGHT WHAT WAS HAPPENIN' IN MY HEAD WAS IT, BUT COMPARED TO HER, I'M A BUSH LEAGUER.

YES, THEY GATHER TO CELEBRATE, AND ALL THE SMILES ARE REAL ONES...

...BUT THERE IS ALWAYS TOMORROW, WHEN PEGGY CARTER MUST LEARN OF HER BRAVE NEW WORLD, AND HER SISTER, AND CAP...



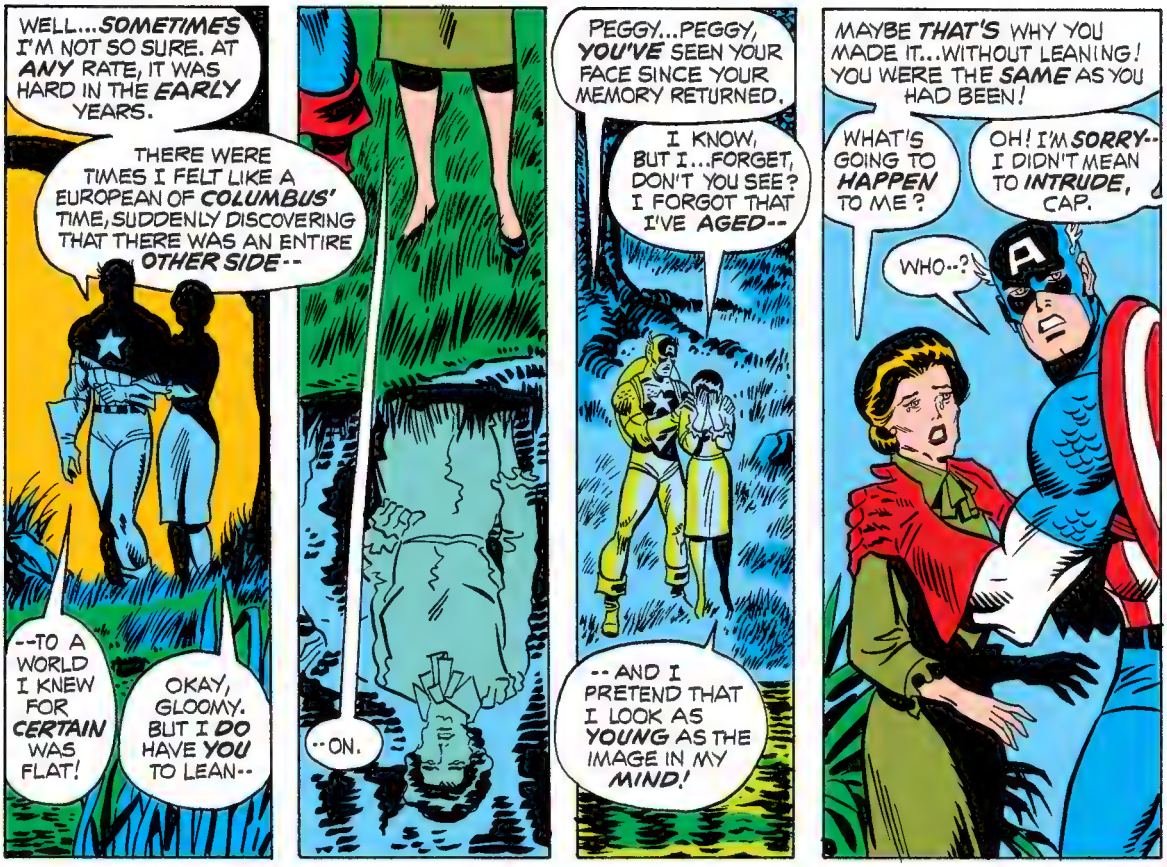
...AND THAT DAY MAY BRING MORE SORROW THAN ANYONE HERE COULD EVER IMAGINE. A NEW CHAPTER IN CAP'S LIFE BEGINS NEXT ISH, CAP-FAN. BE HERE TO SHARE IT WITH US.

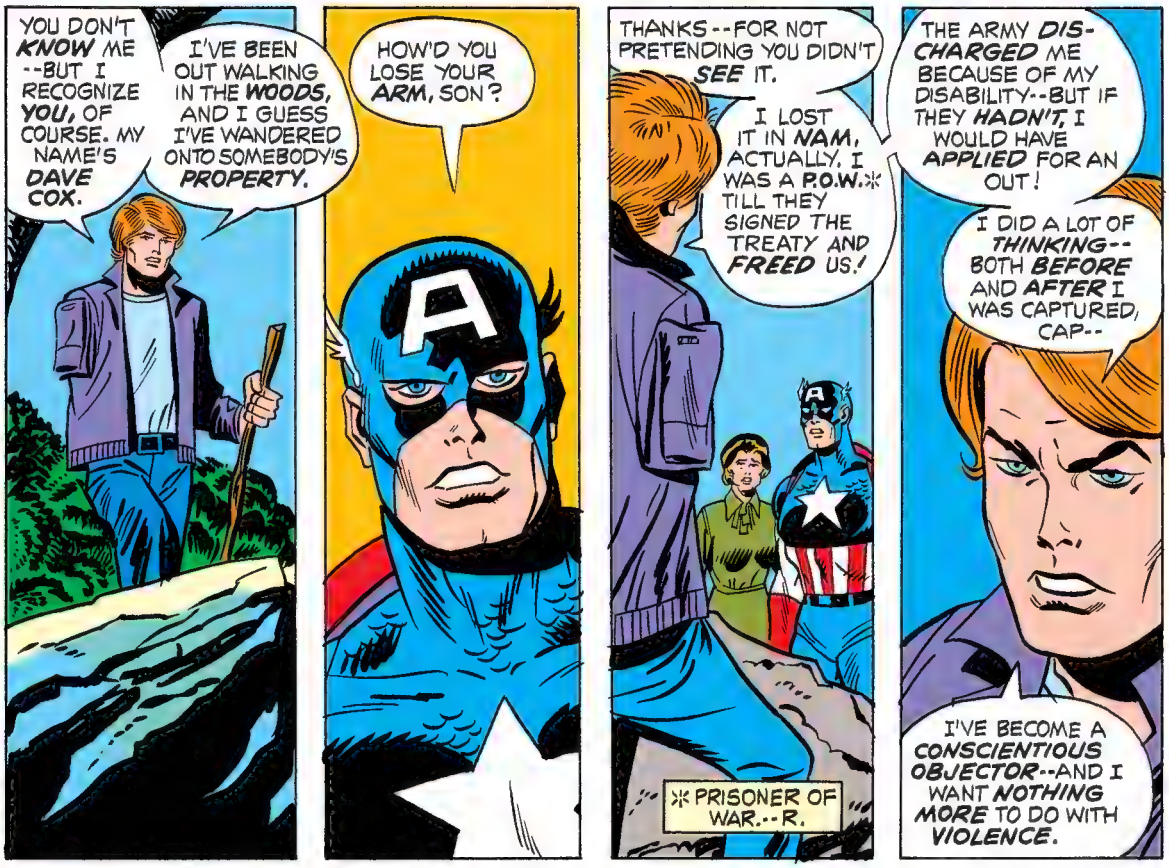
CAPT. AMERICA
MARVEL COMICS GROUP™
APPROVED BY THE COMICS CODE AUTHORITY
20¢
163
JULY
02453
CAPTAIN AMERICA
AND
THE FALCON™
TOO BAD YOU INJURED YOUR HANDS, SHIELD-SLINGER!
RIGHT ON! 'CAUSE NOW YOU'RE EASY PICKIN'S FOR--
THE SERPENT SQUAD!

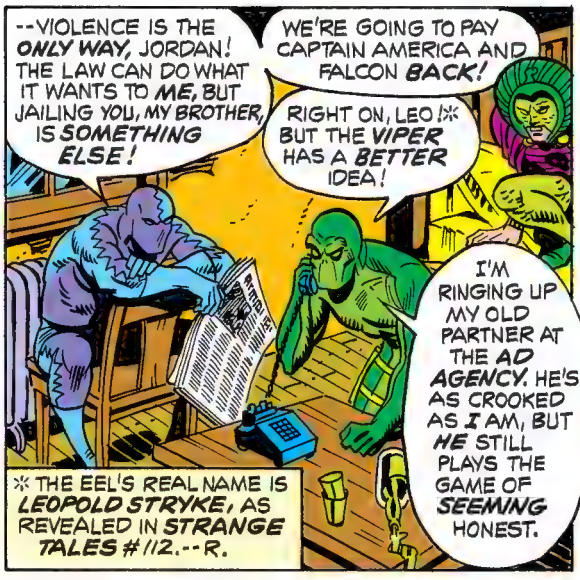
Stan Lee PRESENTS: CAPTAIN AMERICA, AND THE FALCON™
BEWARE OF SERPENTS!
IT'S BEEN A QUIET MORNING AT NEW YORK'S FAMED SING SING PRISON--BUT IN CAPTAIN AMERICA AND THE FALCON'S MAG, THINGS DON'T EVER STAY QUIET FOR LONG!
DON'T LOOK NOW, BUT THERE'S YET ANOTHER BAD GUY LURKING AROUND THE CORNER ON PAGE 2! CLIMB ABOARD, FOLKS--THIS ONE'S GOT EVERYTHING! ...COURTESY OF STAINLESS STEVE ENGLEHART AND OUR PAL SAL BUSCEMA, THE AUTHOR/ARTIST TEAM SUPREME-- ALONG WITH... JOHN VERPOORTEN, INKER CHARLOTTE JETTER, LETTERER PETRA GOLDBERG, COLORIST ROY THOMAS, EDITOR
IT'S THE EEL-- AND THE VIPER!
THEY'VE GOTTEN HOLD OF THEIR COSTUMES-- AND WITH THEM, THEIR POWERS! THEY'RE BREAKING OUT--AND WE CAN'T STOP THEM!
ZAP!
KILL THEM, BROTHER! KILL THEM ALL!
CELL
OCK D
IMUM
URITY

HOW DID THEY GET THEIR UNIFORMS? WE HAD THEM LOCKED--ACKK!
SOOTHE YOUR TROUBLED MIND, GUARD!
LET THE DEADLY POISON OF MY DARTS WASH YOUR BLUES AWAY!
CAN THAT ADVERTISING TALK, JORDAN! YOU'RE NOT ON MADISON AVENUE ANY LONGER!
YOU'RE BREAKING JAIL, AND WORDS COUNT NOTHING BESIDE--
--ACTIONS!
ZOT!
THAT'S THE LAST OF THESE BOYS--BUT REINFORCEMENTS WILL BE HERE IN SECONDS! IF THE GUY WHO SLIPPED US THE NEW SKINS DOESN'T SHOW--
WAIT! HERE COMES A WELCOME RESPITE FROM THE CARES OF THE DAY!
MAKE HASTE, YOU SLITHERING SIMPLETONS--OR YOU WILL NEVER BE WORTHY TO WORK WITH--
--THE HUMAN COBRA!*
* LAST SEEN WAY BACK IN DAREDEVIL #61, EFFENDI.--ROY.
WORTHY? MY BROTHER AND I HAVE KEPT REPTILES OBJECTS OF FEAR--WHILE YOU WERE HIBERNATING, COBRA!
SHUT UP AND MOVE!
THE EEL KNOWS WHAT HE'S ABOUT, YOU INSUFFERABLE DILETANTE! YOU ARE LUCKY TO JOIN HIM AND ME, IN--
--THE SERPENT SQUAD!
SKREEEE!

THAT DEATH-DEFYING DRAMA TOOK PLACE IN NEW YORK STATE, AS WE SAID, WHERE MUCH OF OUR MARVEL MADNESS TRANSPIRES... BUT SINCE MR. MASON AND MR. DIXON WENT TO THE TROUBLE OF DRAWING A LINE A WHILE BACK, LET US NOW TURN OUR ATTENTION TO THE SUNNY SOUTHLAND---
-- SPECIFICALLY, THE GREAT STATE OF VIRGINIA, WHEREIN RESTS THE ANCIENT FAMILY MANSE OF THE CARTERS...
...WHOSE PRESENT MEMBERS ARE QUITE GOOD FRIENDS OF OURS.
MR. AND MRS. CARTER! MISS SHARON! AND... BLESS MY SOUL, BUT MISS PEGGY IS WITHOUT HER VEIL!
CAP, MEET SMITHERS! HE'S BEEN WITH US NEARLY HALF A CENTURY--
--WHICH EXPLAINS WHY HE NOTICED MY DAUGHTER BEFORE YOU AND THE FALCON!
SMITHERS, MISS PEGGY IS WELL AGAIN. COME INSIDE AND I'LL TELL YOU ALL ABOUT IT!
I-I AM CURED! FOR THE FIRST TIME SINCE WORLD WAR II, MY MIND IS "ALIVE."
MAY I...WALK AROUND?
YOU MAY DO ANYTHING YOU WANT, PEGGY.
SURE. YOU TWO GO ON!
I CAN'T BEAR DECEIVING HER--NOT TELLING HER THAT CAP ISN'T STILL IN LOVE WITH HER--THAT HE LOVES ME, HER SISTER...
...BUT SHE NEEDS TIME TO ADJUST.
POOR STEVE. HE HATES IT AS MUCH AS I DO!
PEGGY... YOU KNOW THE WORLD HAS CHANGED SINCE WE WERE TOGETHER IN FRANCE.
OH, I DON'T IMAGINE IT'S THAT DIFFERENT. HUMAN NATURE IS PRETTY CONSTANT.
YOU TOLD ME HOW YOU WERE FROZEN FOR TWENTY YEARS--AND YOU'VE ADJUSTED PERFECTLY!


WELL...SOMETIMES I'M NOT SO SURE. AT ANY RATE, IT WAS HARD IN THE EARLY YEARS.
THERE WERE TIMES I FELT LIKE A EUROPEAN OF COLUMBUS' TIME, SUDDENLY DISCOVERING THAT THERE WAS AN ENTIRE OTHER SIDE--
--TO A WORLD I KNEW FOR CERTAIN WAS FLAT!
OKAY, GLOOMY. BUT I DO HAVE YOU TO LEAN--
--ON.
PEGGY...PEGGY, YOU'VE SEEN YOUR FACE SINCE YOUR MEMORY RETURNED.
I KNOW, BUT I...FORGET, DON'T YOU SEE? I FORGOT THAT I'VE AGED--
--AND I PRETEND THAT I LOOK AS YOUNG AS THE IMAGE IN MY MIND!
MAYBE THAT'S WHY YOU MADE IT...WITHOUT LEANING! YOU WERE THE SAME AS YOU HAD BEEN!
WHAT'S GOING TO HAPPEN TO ME?
OH! I'M SORRY-- I DIDN'T MEAN TO INTRUDE, CAP.
WHO--?


YOU DON'T KNOW ME --BUT I RECOGNIZE YOU, OF COURSE. MY NAME'S DAVE COX.
I'VE BEEN OUT WALKING IN THE WOODS, AND I GUESS I'VE WANDERED ONTO SOMEBODY'S PROPERTY.
HOW'D YOU LOSE YOUR ARM, SON?
THANKS--FOR NOT PRETENDING YOU DIDN'T SEE IT.
I LOST IT IN NAM, ACTUALLY. I WAS A P.O.W.* TILL THEY SIGNED THE TREATY AND FREED US!
* PRISONER OF WAR.--R.
THE ARMY DIS-CHARGED ME BECAUSE OF MY DISABILITY--BUT IF THEY HADN'T, I WOULD HAVE APPLIED FOR AN OUT!
I DID A LOT OF THINKING-- BOTH BEFORE AND AFTER I WAS CAPTURED, CAP--
I'VE BECOME A CONSCIENTIOUS OBJECTOR--AND I WANT NOTHING MORE TO DO WITH VIOLENCE.


--VIOLENCE IS THE ONLY WAY, JORDAN! THE LAW CAN DO WHAT IT WANTS TO ME, BUT JAILING YOU, MY BROTHER, IS SOMETHING ELSE!
WE'RE GOING TO PAY CAPTAIN AMERICA AND FALCON BACK!
RIGHT ON, LEO! BUT THE VIPER HAS A BETTER IDEA!
I'M RINGING UP MY OLD PARTNER AT THE AD AGENCY. HE'S AS CROOKED AS I AM, BUT HE STILL PLAYS THE GAME OF SEEMING HONEST.
* THE EEL'S REAL NAME IS LEOPOLD STRYKE, AS REVEALED IN STRANGE TALES #112.--R.

HELLO, QUENTIN? JORDAN DIXON-- ALIAS THE VIPER --HERE.*
LISTEN, SWEETIE-BABY, I WANT YOU TO START AN AD CAMPAIGN FOR ME--
--THE UN-SELLING OF CAPTAIN AMERICA!
SURE--THEY SOLD THE PRESIDENT THROUGH THE MEDIA! WE'LL USE THE SAME TECHNIQUES IN REVERSE TO CONVINCE THE GREAT UNWASHED THAT C.A. IS A GLORY-GRABBING VIGILANTE, DESPOILING THE NAME OF AMERICA!
* VIPEY CHANGED HIS LAST NAME WHEN HE WENT INTO BUSINESS (SEE CA&F #159).--RASCALLY.

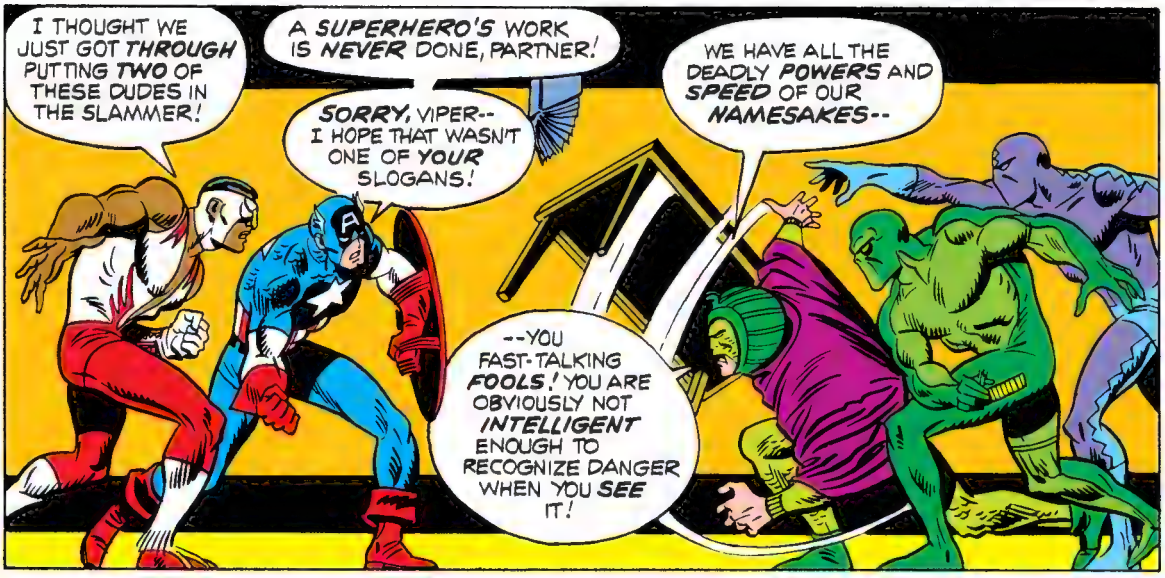
YOU AND YOUR NUTTY IDEAS.
WAIT AND SEE, LEO. NEVER UNDERESTIMATE THE POWER OF ADVERTISING.
FOR THE MAJORITY OF THE PUBLIC, "ALL THEY KNOW IS WHAT THEY READ IN THE PAPERS" --OR SEE ON TELEVISION!

I'VE HAWKED ABSOLUTELY WORTHLESS PRODUCTS WITH TREMENDOUS SUCCESS, USING THE RIGHT METHOD. THIS WILL WORK, I GUAR---
HOLD IT! LOOK HERE, BOTH OF YOU!
DAILY BLAST
BACKGROUNDS BY MORTEN HINO ART!

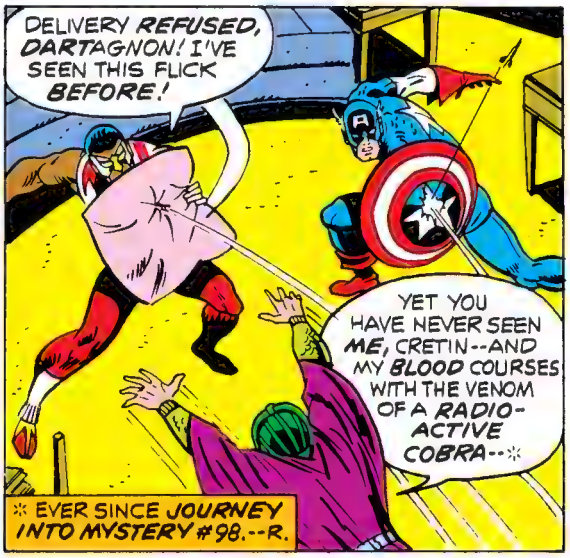
THERE'S A STORY ABOUT CAP'S LATEST ADVENTURE--AND AT THE END, IT SAYS HE'S GONE TO HIS GIRLFRIEND'S DIGS IN VIRGINIA!
DAILY BLAST
CAPTAIN AMERICA FOILS DR. FAUSTUS
NIXON TO ADDRESS CONGRESS

SHOVE YOUR GRAY-FLANNEL TRICKS, BROTHER! LET'S JUST GO KILL THE CLOWN!
ALL RIGHT, EEL! I HAVE NO DESIRE FOR YOUR METHODS, BUT I AGREE WITH YOUR SENTIMENTS!
WE GO!

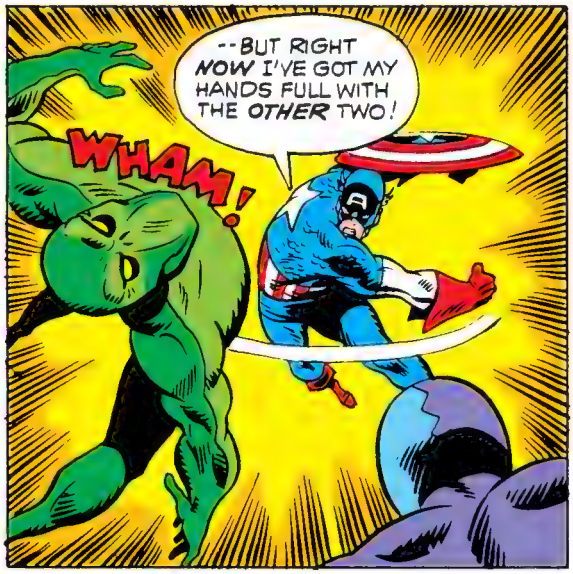
THE FOLLOWING EVENING...
I CAN'T STOP THINKING ABOUT THAT BOY, DAVE COX--TO BE SO YOUNG AND TO HAVE LIVED THROUGH WHAT HE HAS...
...I WAS CREATED TO PUT AN END TO THINGS LIKE THAT--TO KEEP AMERICANS SAFE FROM AGGRESSORS--
--BUT WHAT CAN I DO IF AMERICA HERSELF--
UH... SURE, FALC. YOU WERE SAYING--?
CAP, ARE YOU LISTENING TO ME?
I WAS SAYING I THINK IT'S ABOUT TIME I SPLIT FOR HARLEM. AS YOU MAY REMEMBER, I'VE GOT A WOMAN THERE NOW--
--AND A LIFE OF MY OWN THAT I WANNA BUILD.
WE'RE STILL PARTNERS, BUT WE'RE NOT MARRIED. DIG?
I DIG--AND I APPRECIATE YOUR STAYING ON HERE TO GIVE PEGGY ANOTHER FAMILIAR FACE DURING HER CONVALESCENCE.
TAKE OFF. I'LL SEE YOU SOON.
THANKS, MAN. IF YOU EVER NEED ME, YOU KNOW WHERE TO FIND---
KKRASH!
HE NEEDS YOU NOW, FALCON, THOUGH IT WON'T DO EITHER OF YOU ANY GOOD.
THAT WAS THE SHORTEST VACATION ON RECORD, CAP.
FIRE YOUR TRAVEL AGENT!
THE SERPENT SQUAD SAYS YOU BOTH MUST DIE!!
LET'S GET 'EM, FALC!


I THOUGHT WE JUST GOT THROUGH PUTTING TWO OF THESE DUDES IN THE SLAMMER!
A SUPERHERO'S WORK IS NEVER DONE, PARTNER!
SORRY, VIPER-- I HOPE THAT WASN'T ONE OF YOUR SLOGANS!
WE HAVE ALL THE DEADLY POWERS AND SPEED OF OUR NAMESAKES--
--YOU FAST-TALKING FOOLS! YOU ARE OBVIOUSLY NOT INTELLIGENT ENOUGH TO RECOGNIZE DANGER WHEN YOU SEE IT!

--AND THAT IS MORE THAN ENOUGH TO DESTROY YOU, I PROMISE!
PROMISE THEM ANYTHING, COBRA, BUT I'LL GIVE THEM--
--MY POISON DARTS!

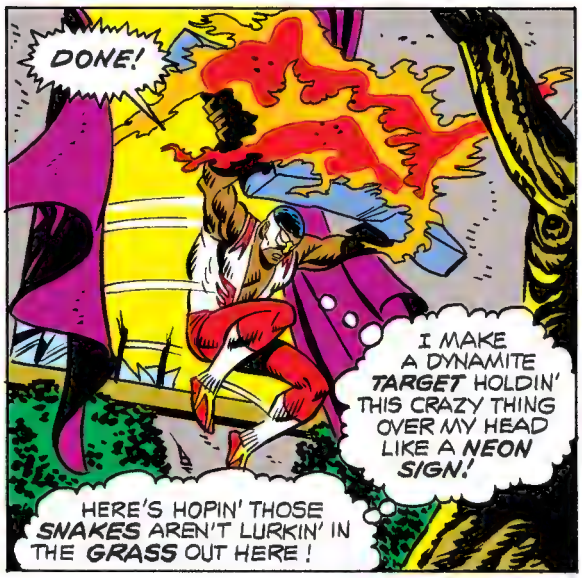

DELIVERY REFUSED, DARTAGNON! I'VE SEEN THIS FLICK BEFORE!
YET YOU HAVE NEVER SEEN ME, CRETIN--AND MY BLOOD COURSES WITH THE VENOM OF A RADIO-ACTIVE COBRA--*
* EVER SINCE JOURNEY INTO MYSTERY #98.--R.

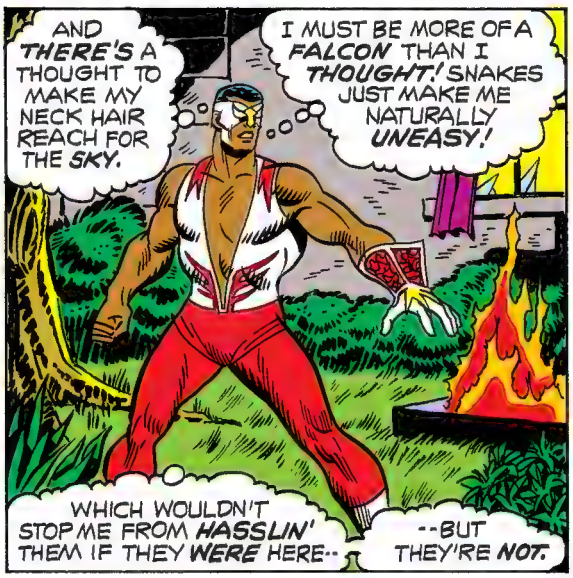
--SO I AM NOT COMPLETELY HUMAN!
TRY TO TAKE HIM, FALC! I'LL HELP IF I CAN--


--BUT RIGHT NOW I'VE GOT MY HANDS FULL WITH THE OTHER TWO!
WHAM!

I TOLD YOU TWO LAWMEN BEFORE: DON'T HURT MY BROTHER!
ZZZAZ!
THEN DON'T BRING HIM AROUND TO PLAY WITH THE PROS, EEL!
SEE HOW SWIFTLY AND EASILY I SLITHER AROUND BEHIND YOU, FALCON-- IN ORDER TO APPLY MY CRUSHING COBRA STRENGTH!
THE GUY'S DOUBLE-JOINTED-- TRIPLE JOINTED--
--BUT HE'S STILL A SUCKER FOR A JUDO FLIP!
--RIGHT OUT THE WINDOW AND OUT OF THIS FIGHT!
ALL RIGHT, SLIPPERY PETE! BOTH YOUR BUDDIES ARE AT LEAST STUNNED--
--AND YOU'RE ABOUT TO MAKE IT A THREE-SOME!

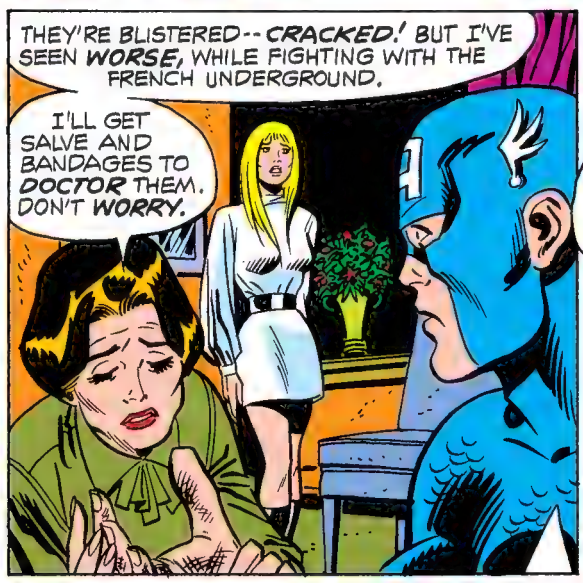
AM I, CAPTAIN AMERICA?
HAVE YOU FORGOTTEN THAT THIS EEL IS ELECTRIC -- THAT I CAN CHARGE MY COSTUME WITH SEARING CURRENT--
ARRGH!
--ENOUGH TO CHAR THE FLESH OF ANYONE WHO TOUCHES ME!
THE PAIN IN YOUR HANDS WILL REMIND YOU FROM NOW ON!
AND AT JUST THAT POINT--ENTER THE SISTERS CARTER!
WHAT'S ALL THE RACKET-- OH!
CAP!
SHARY, HE'S BEEN HURT!
TIME FOR US TO RETREAT, BROTHER!
MAKE FOR THE BUSTED WINDOW! I'LL COVER OUR BACK TRAIL WITH -- FIRE!
THIS IS ONLY A TEMPORARY SETBACK, HEROES! WE HAVE WEAPONS WE HAD HOPED NOT TO USE--
--BUT WE WILL US 'EM, THE NEXT TIME WE TANGLE--
--THAT'LL BE YOUR LAST DAY ON EARTH!
I'VE GOTTA GET THIS CUSHION OUTSIDE BEFORE THE WHOLE ROOM GOES UP, CAP!
GO! DON'T WORRY ABOUT ME!

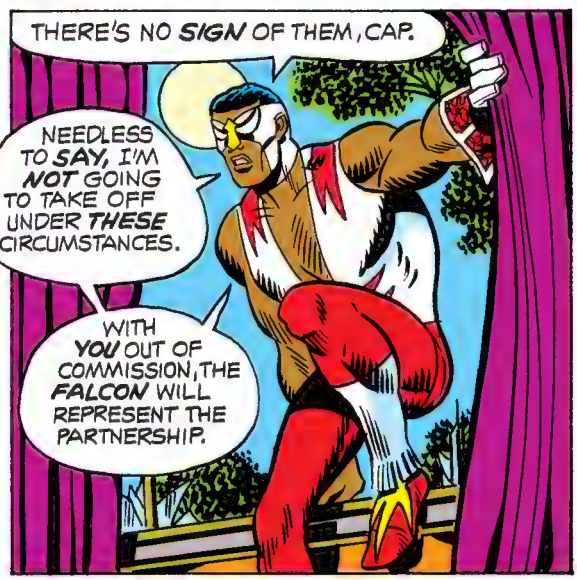

DONE!
I MAKE A DYNAMITE TARGET HOLDIN' THIS CRAZY THING OVER MY HEAD LIKE A NEON SIGN!
HERE'S HOPIN' THOSE SNAKES AREN'T LURKIN' IN THE GRASS OUT HERE!


AND THERE'S A THOUGHT TO MAKE MY NECK HAIR REACH FOR THE SKY.
I MUST BE MORE OF A FALCON THAN I THOUGHT! SNAKES JUST MAKE ME NATURALLY UNEASY!
WHICH WOULDN'T STOP ME FROM HASSLIN' THEM IF THEY WERE HERE--
--BUT THEY'RE NOT.

NO, SAM WILSON...BUT THEY'VE MADE THEIR PRESENCE FELT DURING THEIR BRIEF STAY--FELT WITH AN AWFUL AGONY THAT BRINGS TEARS TO CAPTAIN AMERICA'S CLENCHED EYELIDS--
CAP! YOUR HANDS! HOW BAD ARE THEY?

--BUT NOT COMPLAINTS TO HIS WANLY SMILING LIPS.
THEY'RE--OKAY, PEG! NOTHING I CAN'T HANDLE.
DON'T LIE TO ME! I CAN SEE THEM!


THEY'RE BLISTERED--CRACKED! BUT I'VE SEEN WORSE, WHILE FIGHTING WITH THE FRENCH UNDERGROUND.
I'LL GET SALVE AND BANDAGES TO DOCTOR THEM. DON'T WORRY.


THERE'S NO SIGN OF THEM, CAP.
NEEDLESS TO SAY, I'M NOT GOING TO TAKE OFF UNDER THESE CIRCUMSTANCES.
WITH YOU OUT OF COMMISSION, THE FALCON WILL REPRESENT THE PARTNERSHIP.

MAKES SENSE, ALL RIGHT... BUT UNDER THE NEXT MORNING'S SUN...
HEY, SAM! WAIT UP!
STEVE--?
NOW LOOK, MAN--PEGGY SAID YOUR HANDS WILL BE USELESS FOR A WEEK! GO ON BACK TO THE MANSION!
--OR DON'T YOU TRUST ME TO HANDLE THIS?
HEY, NOW--OF COURSE I DO--
--BUT THIS IS A BIG AREA TO SEARCH ALL BY YOURSELF.
I JUST FIGURED I'D GIVE YOU A... HAND?...
...SINCE, AS A CITY BOY, YOU'RE LESS USED TO TRACKING THAN I AM.
YOU HAVE MY WORD, I WON'T TRY ANY FIGHTING. IF I MEET ANY SNAKE-MEN, I'LL RUN LIKE A RABBIT!
AND SAM--
THANKS FOR THE CONCERN.
I JUST WANT TO MAKE SURE THAT WHEN I GO MY OWN WAY, IT'S NOT BECAUSE MY PARTNER'S PUSHING UP DAISIES.
TAKE IT SLOW, BUDDY!
FOR OVER AN HOUR, THE STAR-SPANGLED AVENGER GLIDES SOFTLY THROUGH THE STATELY FOREST--UNTIL A SUDDEN SOUND FREEZES HIM LIKE A DEER!
SOMEONE'S COMING!
I'M TRAPPED-- CAN'T MOVE WITHOUT GIVING MYSELF AWAY!
I'VE GOT NO CHOICE! SORRY, SAM--I TRIED--
--BUT HERE GO MY GOOD INTENTIONS!
OH!

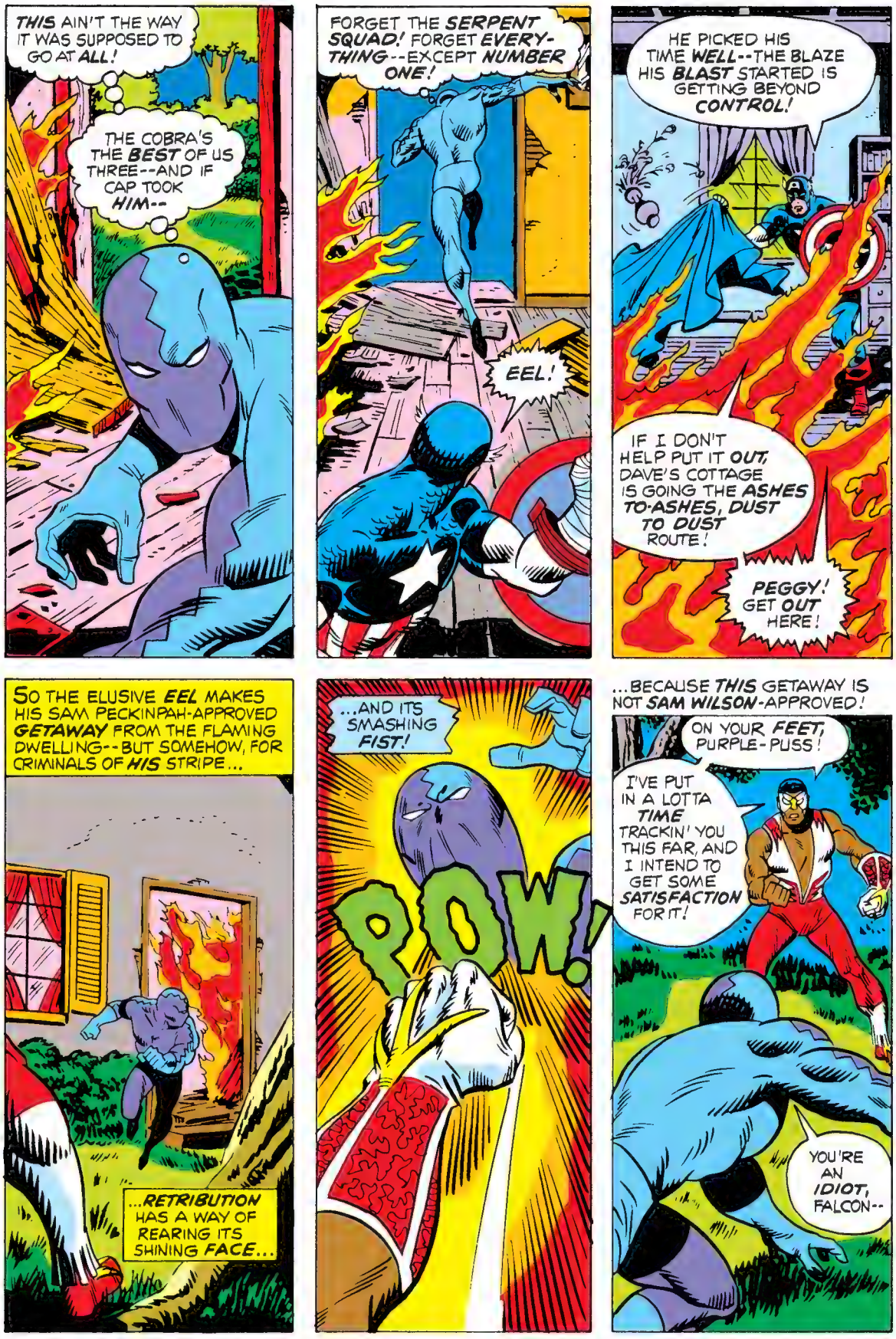
THAT VOICE!
MISTER, YOU HAVE JUST MADE A COLOSSAL FOOL OF YOURSELF!
HI! MENTIONING THE UNDERGROUND LAST NIGHT STARTED ME THINKING, AND I DECIDED TO COME JOIN YOU--LIKE I DID THEN!
I SEE YOU HAVEN'T LOST YOUR REFLEXES!
ARE ALL YOU CARTERS SO GUNG HO?
SURE--COME ALONG...BUT I WARN YOU, WE'RE NOT GOING TO ENGAGE THE ENEMY!
WHATEVER YOU SAY, CAP!
ON THE OTHER HAND, IT SEEMS AS IF THE ENEMY ISN'T GOING TO ENGAGE THEM, EITHER... SINCE, BY LATE AFTERNOON, ALL THEY FIND IS...
A COTTAGE! BUT WHOSE?
I RECOGNIZE HIM, PEGGY.
DAVE! DAVE COX!
HEY! HOW'S IT GOIN,' CAP--MISS CARTER?
WOULD Y'ALL LIKE TO COME INSIDE--RELAX A LITTLE AND HAVE SOME COFFEE?
THIS IS A NICE PLACE YOU'VE GOT HERE, DAVE.
THANKS. IT'S MY LITTLE PIECE OF THE WORLD, SO I KEEP IT UP AS BEST I CAN.
THE ROSES ARE BEAUTIFUL! I WISH MY FAMILY'S LOOKED LIKE YOURS.
WELL, WHY DON'T I STOP OVER TOMORROW? I'LL CHECK OUT--
PEACE
B
A
M!
GOOD LORD! SOMEONE'S BLASTING AT US--RIGHT THROUGH MY OUTSIDE WALL!

AND WE KNOW WHO THAT SOMEONE IS, DON'T WE?
NOW GIVE THEM A TASTE OF YOUR WEAPON, BROTHER! MY EEL-CANNON'S ELECTRIC BOLT HAS DONE ITS JOB!
RIGHT ON, LEO--AND IT WON'T BE THE SOOTHING--COOLING TASTE OF MENTHOL, EITHER!
THIS VENOM-FIRER WILL SPRAY MY DEADLY POISON OVER THEM LIKE FLOOR-WAX!
AND NEVER FORGET WHOSE SCIENTIFIC GENIUS DESIGNED THE ARMAMENT WHICH MAKES THE SERPENT SQUAD INVINCIBLE!
NEVER FORGET THAT MANY OF MY REPTILIAN NAMESAKES ARE KNOWN AS KING COBRAS!
GO ON--INDULGE YOURSELF, CAPTAIN AMERICA!
PEER TIMIDLY FROM YOUR DARK HOLE AND VIEW WHAT MY VIPER'S VENOM CAN DO TO LIVING THINGS!
IT DESTROYS THEM, HERO--LIKE RAID DESTROYS FLIES, AND MR. CLEAN DESTROYS DIRT!
IF YOU MAKE US COME GET YOU, IT WILL DESTROY YOU!
THAT WAS A WARNING SHOT! THE NEXT ONE WILL BE ON TARGET--UNLESS YOU SHOW YOURSELF--NOW!
SURE--AND IT DON'T RAIN IN INDIANAPOLIS IN THE SUMMER TIME!
YOU'RE A PROFESSIONAL CON-MAN, VIPER--AND I'M NOT BUYING YOUR PRODUCT!
DAVE, CAP CAN'T DEFEND HIMSELF--HIS HANDS ARE USELESS TO HIM!
GET YOUR RIFLE DOWN! YOU'LL HAVE TO HOLD THEM OFF!
NO.
I TOLD YOU BEFORE, MISS CARTER: I REFUSE TO PARTICIPATE IN VIOLENCE!
I SWORE TO MYSELF AND MY GOD, WHO SAID "THOU SHALT NOT KILL!" AND "DO UNTO OTHERS AS YOU WOULD HAVE THEM DO UNTO YOU!"
MEN TALK OF USING A GUN "TO KEEP PEACE," OF "FIGHTING THE WAR TO END ALL WARS"! DON'T YOU SEE THAT IT DOESN'T WORK--THAT VIOLENCE ONLY BREEDS VIOLENCE!

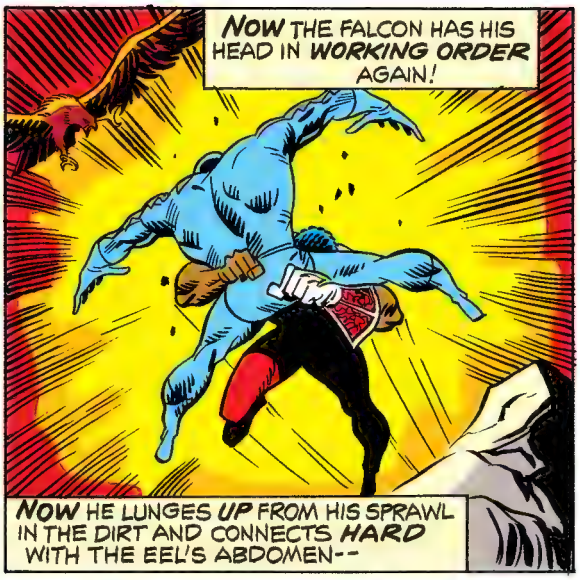
I SEE WHAT I THOUGHT WAS A MAN IS A ROTTEN COWARD.
IT HAS NO BULLETS, MISS CARTER.
GIVE ME THE RIFLE! I'LL DEFEND US!
IT IS ONLY A REMINDER!
STOP IT, BOTH OF YOU! THIS IS NO TIME TO ARGUE!
THERE'S ONLY ONE SOLUTION TO THIS! NOW LISTEN...
I CAN SEE ON ALL SIDES OF THE HOUSE FROM UP HERE, GUYS. NOBODY'S COME OUT.
THEN WE ARE GOING IN!
KRASH!
OKAY, GOLDEN BOY-- SAVE US ALL A LOT OF TROUBLE!
WE KNOW YOU'RE NOT ALONE IN HERE, SO WHERE'S CAPTAIN AMERICA?
THAT'S AN INTERESTING QUESTION. I SUPPOSE YOU COULD SAY HE'S IN THE HEARTS AND MINDS OF MOST PEOPLE IN THIS COUNTRY.
SORRY-- BUT I GUESS I'VE FORGOTTEN.
DON'T HAND ME THAT CRUD, PUNK! WHERE IS HE?
AARRRGH!
BACK UP, EEL! LET US SEE HOW HIS TONGUE WAGS AFTER HE FEELS THE EXCRUTIATING AGONY OF MY COBRA CONVULSION PISTOL!
HE IS NOW SUFFERING THE TWISTING PAIN OF A REAL COBRA BITE!

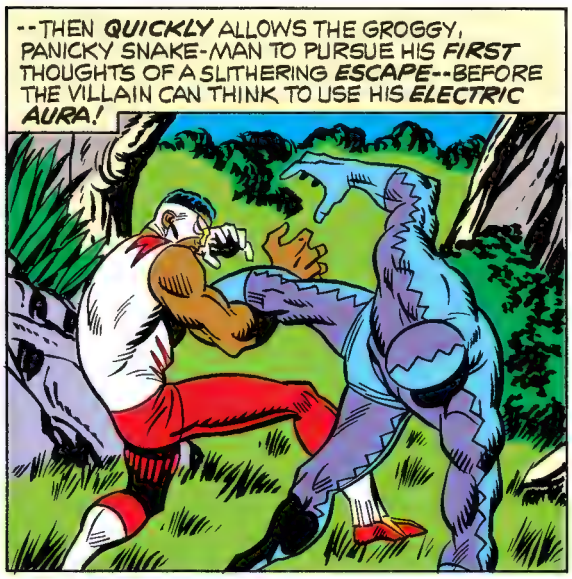
IT HURTS, HUH? WELL, I'VE GOT AN EVEN BETTER IDEA!
I'M GOING TO BLAST YOUR ONE REMAINING ARM TO BITS-- CRIPPLE YOU COMPLETELY--
--UNLESS YOU TALK!
NO!
NO!
YOUR LAST CHANCE, HERO: WHERE IS CAPTAIN AMERICA?
YOU WANT ME--YOU GOT ME!
BUT I WONDER IF YOU CAN KEEP ME!
TROMP!
DAVE WAS SUPPOSED TO HOLD YOUR ATTENTION AND DRAW YOU TO A POINT DIRECTLY UNDER ME--
--BUT WHAT YOU DID TO HIM WAS SOMETHING WE HADN'T COUNTED ON!
YOU'RE GOING TO PAY FOR THAT!
NOT AFTER MY VIPER'S FANGS SINK INTO YOUR FLESH, BIG MAN!

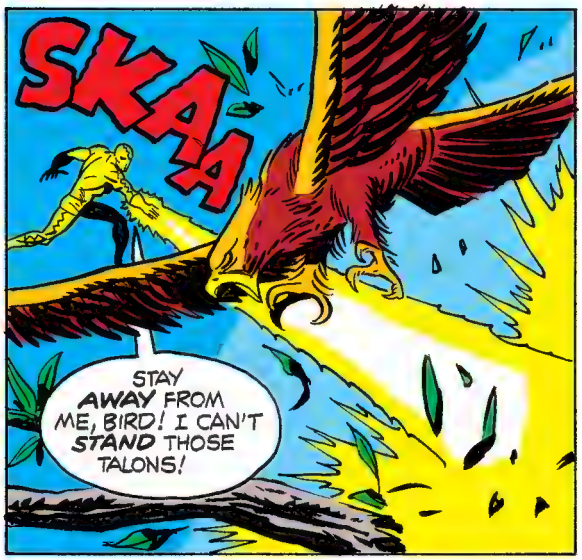
YOU'RE NO GOOD AT STEALTH, VIPER! YOU SPENT TOO MANY YEARS MAKING SURE YOUR ACCOUNTS WERE SEEN AND HEARD EVERYWHERE!
OW! BLAST, I CAN'T MAKE A FIST TO HOLD THE SHIELD STRAPS--COULDN'T TENSE MY FOREARM MUSCLES FOR THE SHOCK OF THE BLOW--
--AND IT HURT! GOT TO REMEMBER MY LIMITATIONS!
THE ONLY BREAK I COULD MAKE WAS SURPRISE.
FROM NOW ON, I HAVE TO PLAY THE CARDS I'M DEALT!
THE VIPER IS MY ASSOCIATE SOLELY BECAUSE HIS BROTHER IS USEFUL TO ME, CAPTAIN AMERICA.
TO BE TRULY AS SILENT AS A SNAKE, ONE MUST BE THE COBRA!
YOU COULD NEVER GRIP ME EVEN WITH GOOD HANDS!
AS IT IS, YOU CAN-NOT--
DLUHH!
BLOW
LOOK MA-- NO HANDS!


THIS AIN'T THE WAY IT WAS SUPPOSED TO GO AT ALL!
THE COBRA'S THE BEST OF US THREE--AND IF CAP TOOK HIM--
FORGET THE SERPENT SQUAD! FORGET EVERY-THING--EXCEPT NUMBER ONE!
EEL!
HE PICKED HIS TIME WELL--THE BLAZE HIS BLAST STARTED IS GETTING BEYOND CONTROL!
IF I DON'T HELP PUT IT OUT, DAVE'S COTTAGE IS GOING THE ASHES TO-ASHES, DUST TO DUST ROUTE!
PEGGY! GET OUT HERE!
SO THE ELUSIVE EEL MAKES HIS SAM PECKINPAH-APPROVED GETAWAY FROM THE FLAMING DWELLING--BUT SOMEHOW, FOR CRIMINALS OF HIS STRIPE...
...RETRIBUTION HAS A WAY OF REARING ITS SHINING FACE...
...AND ITS SMASHING FIST!
POW!
...BECAUSE THIS GETAWAY IS NOT SAM WILSON-APPROVED!
ON YOUR FEET, PURPLE-PUSS!
I'VE PUT IN A LOTTA TIME TRACKIN' YOU THIS FAR, AND I INTEND TO GET SOME SATISFACTION FOR IT!
YOU'RE AN IDIOT, FALCON--

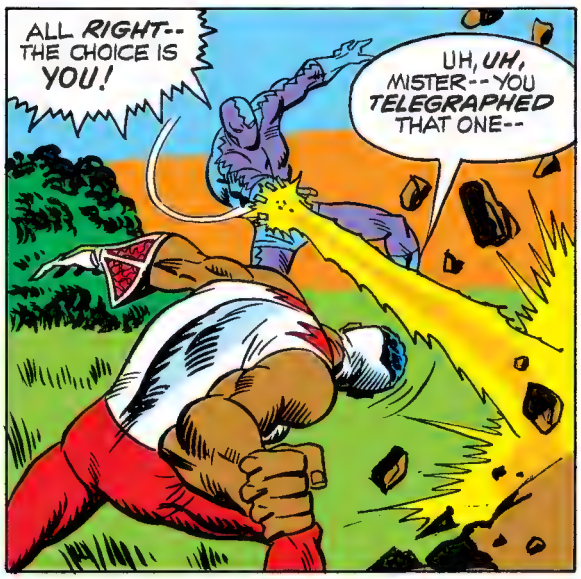
YOU KNOW MY POWERS!
YOU BET I DO, AND THAT'S WHY I'M NOT STANDIN' STILL FOR 'EM!
YOU DIDN'T LET ME FINISH, FALCON!
KRAK!
I'M NOT QUITE THE FOOL YOU THINK I AM, SO I THOUGHT ONE MOVE AHEAD OF YOU!
UNDERSTAND?
BLOD!
NOTHING IS KEEPING ME FROM MY ESCAPE, BIRD-BRAIN!
ONE LAST BLAST AND SOME HARLEM UNDERTAKER GETS A LITTLE RICHER!
SKAA
TOO BAD, EEL: YOU FORGOT THE OTHER MEMBER OF THE TEAM--REDWING, BY NAME--
--REDWING, THE HUNTING HAWK!
AAAAAAA!

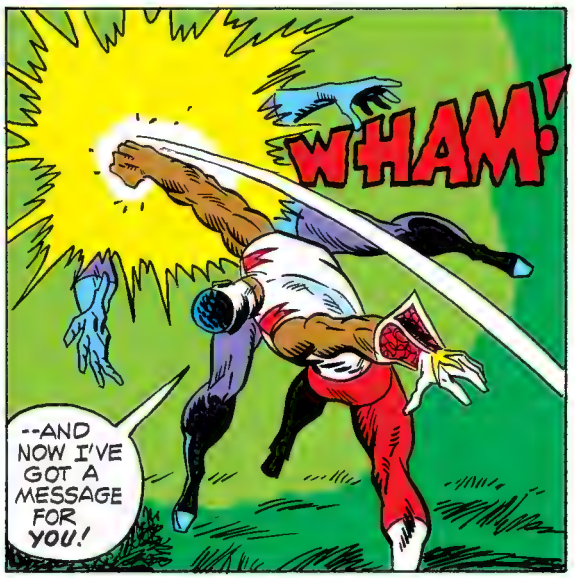

NOW THE FALCON HAS HIS HEAD IN WORKING ORDER AGAIN!
NOW HE LUNGES UP FROM HIS SPRAWL IN THE DIRT AND CONNECTS HARD WITH THE EEL'S ABDOMEN--

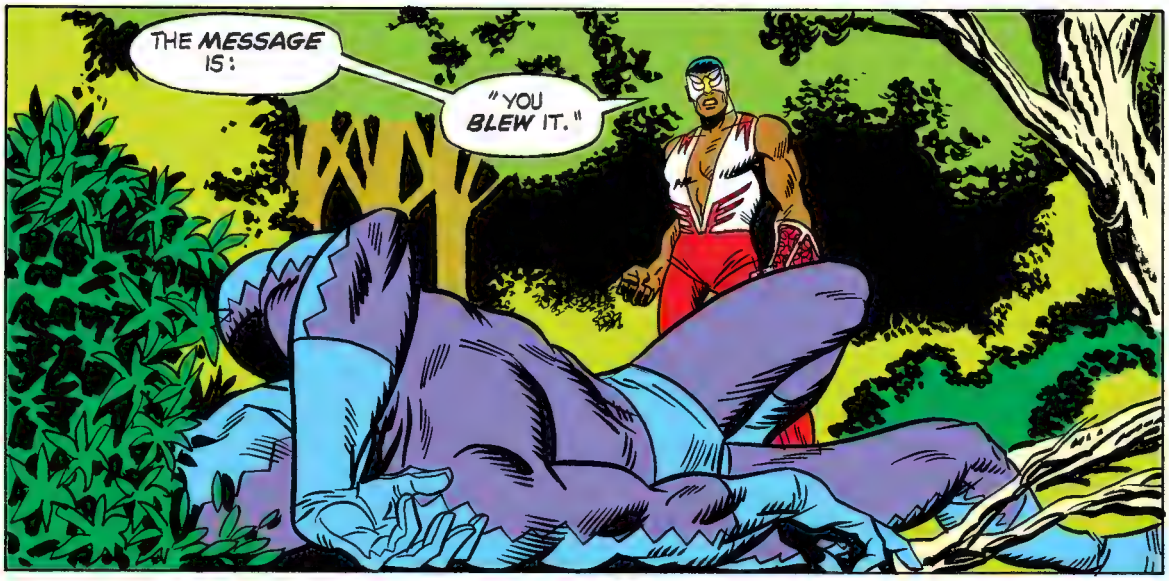

--THEN QUICKLY ALLOWS THE GROGGY, PANICKY SNAKE-MAN TO PURSUE HIS FIRST THOUGHTS OF A SLITHERING ESCAPE--BEFORE THE VILLAIN CAN THINK TO USE HIS ELECTRIC AURA!

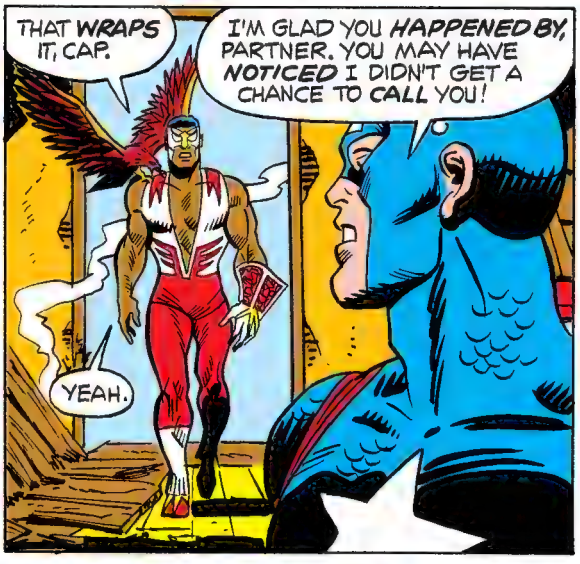

SKAA
STAY AWAY FROM ME, BIRD! I CAN'T STAND THOSE TALONS!

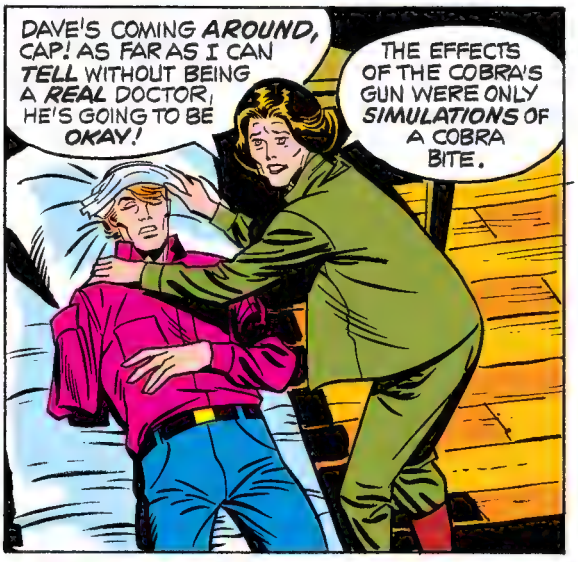
BETTER MAKE UP YOUR MIND WHICH OF US YOU'RE GOIN' TO KEEP AT BAY, EEL!
IF YOU SHOOT AT REDWING, I'LL GET YOU---AND VICE VERSA!


ALL RIGHT-- THE CHOICE IS YOU!
UH, UH, MISTER--YOU TELEGRAPHED THAT ONE--


WHAM!
--AND NOW I'VE GOT A MESSAGE FOR YOU!


THE MESSAGE IS:
"YOU BLEW IT."


THAT WRAPS IT, CAP.
I'M GLAD YOU HAPPENED BY, PARTNER. YOU MAY HAVE NOTICED I DIDN'T GET A CHANCE TO CALL YOU!
YEAH.


DAVE'S COMING AROUND, CAP! AS FAR AS I CAN TELL WITHOUT BEING A REAL DOCTOR, HE'S GOING TO BE OKAY!
THE EFFECTS OF THE COBRA'S GUN WERE ONLY SIMULATIONS OF A COBRA BITE.

I CAN'T UNDERSTAND WHY A MAN LIKE HIM DIDN'T BREAK!

BECAUSE HE IS A MAN LIKE HE IS, PEG.
HE HAS HIS WAY, AND I HAVE MINE--BUT DAVE COX IS NO COWARD! HE WAS WILLING TO DIE IN ORDER TO PROTECT US--WITHOUT VIOLATING HIS BELIEFS!
HIS BELIEFS...AREN'T THE ONES I WAS TAUGHT--BUT I GUESS THINGS DO CHANGE WITH TIME.

I HAVE A LOT TO LEARN ABOUT 1973...DON'T I, CAP?
I LEARNED WHEN I WAS REBORN, PEGGY...
...AND YOU'LL LEARN TOO... BECAUSE I'LL TEACH YOU! I PROMISE!
NEXT WOULD YOU BELIEVE... A FALCON-WEREWOLF?

CAPT. AMERICA
MARVEL COMICS GROUP™
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20¢
CC
164
AUG
02453
CAPTAIN AMERICA™
AND
THE FALCON™
FOLLOW ME, AVENGER! FOR, I AM NIGHTSHADE... AND I NEVER LIE!
YOUR FRIEND, THE FALCON IS AROUND THE CORNER!
QUEEN OF THE WEREWOLVES!

Stan Lee PRESENTS: CAPTAIN AMERICA, AND THE FALCON™

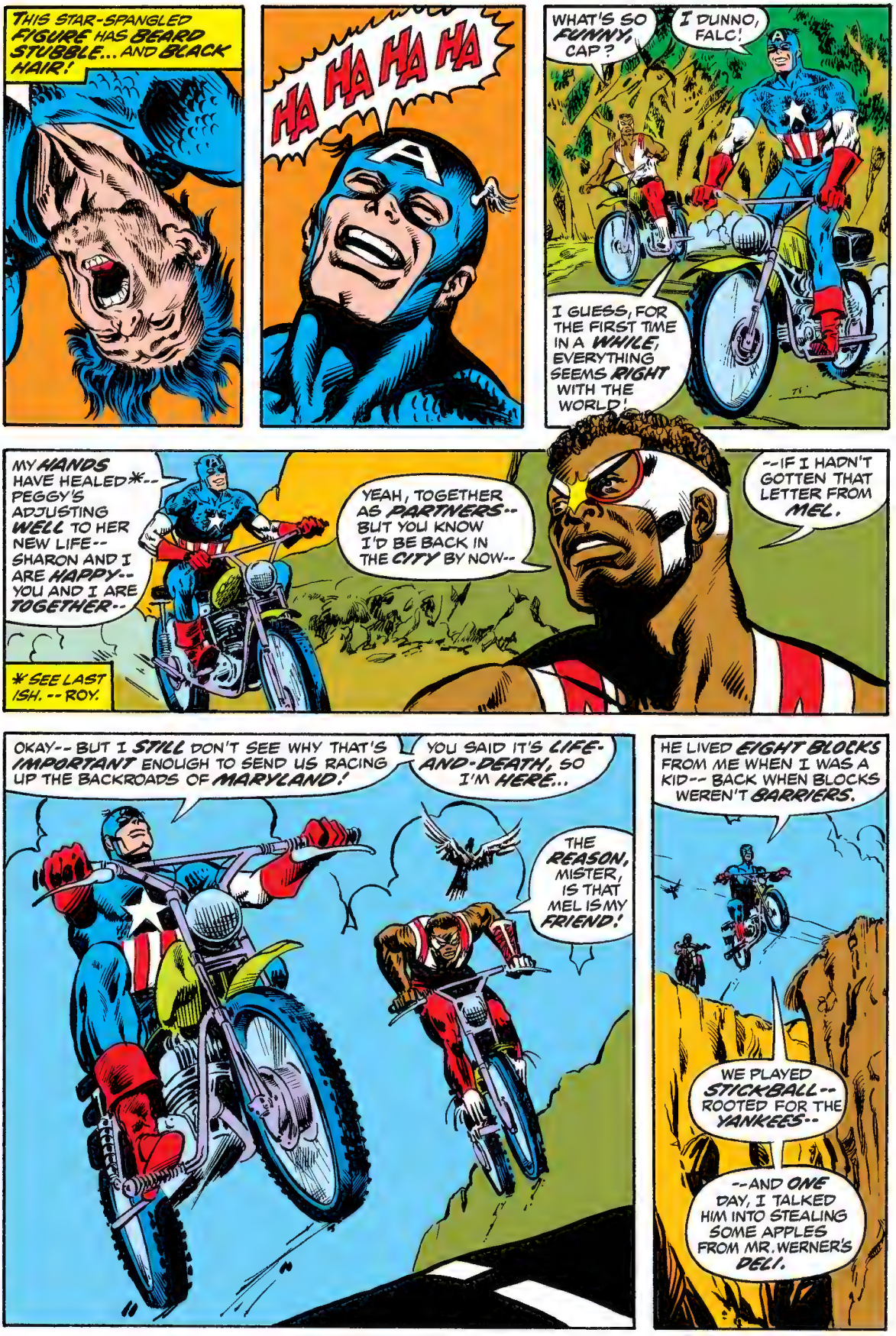
QUEEN OF THE WEREWOLVES!

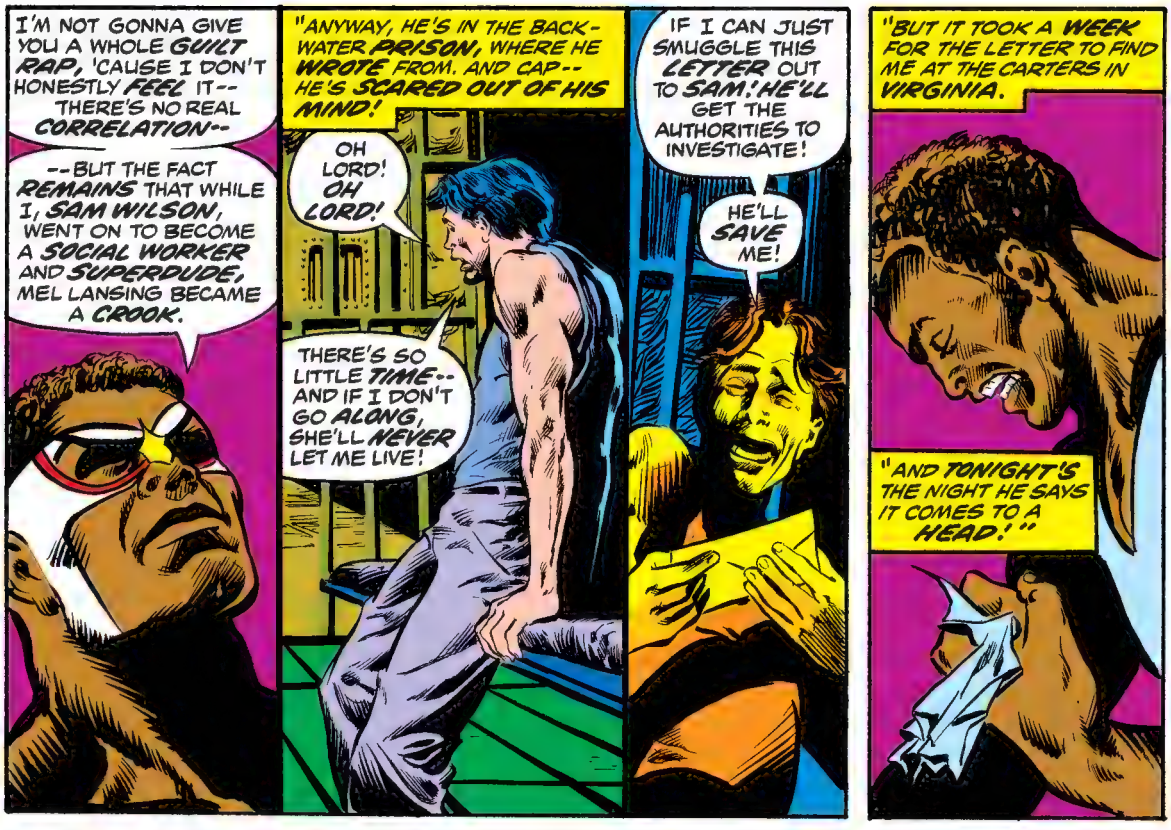
A STEVE ENGLEHART • ALAN LEE WEISS SPECIAL
AUTHOR ARTIST

JOHN COSTANZA, lettering • JIM STARLIN, colorist • ROY THOMAS, EDITOR

PLEASE... CALL THEM OFF...
NIGHTSHADE, PLEASE! IT CAN'T... END LIKE THIS...!
BUT THE WATCHERS AT THE TOP OF THE STAIRS STAY SILENT.
NOT A SOUND ECHOES IN THIS VAST, GLOOMY HALL SAVE THE RASPY PANTING OF A BROKEN MAN... AND THE JOYOUS HOWLING OF RAVAGING MONSTERS...
... OF WEREWOLVES
SHE'S... ABANDONED ME!
GIVE HIM CREDIT: HE TRIES. FINGERS NEARLY CRACKING UNDER THE STRAIN, HE PULLS HIMSELF AGONIZINGLY AWAY...
GOT TO... GET UP... STRIKE BACK...!
... FORCES HIS TORN FORM TO ITS KNEES...!
UH... UH...
BUT CAN GO NO FURTHER BEFORE
DEATH!
KPOW!
BACK, BABIES-- BACK!

YOU'VE DONE WELL!
NIGHTSHADE IS PLEASED WITH YOU, BABIES.
NOW YOU MAY... THROW HIM AWAY!
ARROOO
THERE'S NO NEED TO CROWD EACH OTHER! WE HAVE PLENTY OF TIME YET!
SLOWLY, DARLINGS!
OUR NEXT VICTIMS CAN'T POSSIBLY ARRIVE FOR ANOTHER HOUR AT LEAST.
DON'T BE DISAPPOINTED, MY LOVELIES! YOU'LL HAVE ALL THE DEATH YOU WANT-- I PROMISE!
CHEERING IN MINDLESS TRIUMPH, THE NIGHT-STALKERS CARRY THEIR PREY FROM THE HALL...BUT --WAIT A MINUTE...

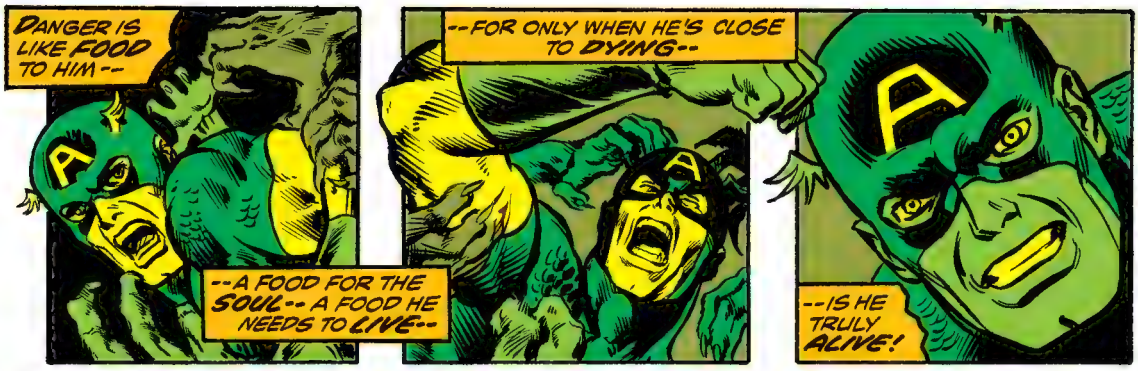

THIS STAR-SPANGLED FIGURE HAS BEARD STUBBLE... AND BLACK HAIR!
HA HA HA HA
WHAT'S SO FUNNY, CAP?
I DUNNO, FALC!
I GUESS, FOR THE FIRST TIME IN A WHILE, EVERYTHING SEEMS RIGHT WITH THE WORLD!
MY HANDS HAVE HEALED*-- PEGGY'S ADJUSTING WELL TO HER NEW LIFE-- SHARON AND I ARE HAPPY-- YOU AND I ARE TOGETHER--
YEAH, TOGETHER AS PARTNERS-- BUT YOU KNOW I'D BE BACK IN THE CITY BY NOW--
--IF I HADN'T GOTTEN THAT LETTER FROM MEL.
* SEE LAST ISH. -- ROY.
OKAY-- BUT I STILL DON'T SEE WHY THAT'S IMPORTANT ENOUGH TO SEND US RACING UP THE BACKROADS OF MARYLAND!
YOU SAID IT'S LIFE-AND-DEATH, SO I'M HERE..
THE REASON, MISTER, IS THAT MEL IS MY FRIEND!
HE LIVED EIGHT BLOCKS FROM ME WHEN I WAS A KID-- BACK WHEN BLOCKS WEREN'T BARRIERS.
WE PLAYED STICKBALL-- ROOTED FOR THE YANKEES--
--AND ONE DAY, I TALKED HIM INTO STEALING SOME APPLES FROM MR. WERNER'S DELI.


I'M NOT GONNA GIVE YOU A WHOLE GUILT RAP, 'CAUSE I DON'T HONESTLY FEEL IT-- THERE'S NO REAL CORRELATION--
--BUT THE FACT REMAINS THAT WHILE I, SAM WILSON, WENT ON TO BECOME A SOCIAL WORKER AND SUPERDUDE, MEL LANSING BECAME A CROOK.
"ANYWAY, HE'S IN THE BACK-WATER PRISON, WHERE HE WROTE FROM. AND CAP-- HE'S SCARED OUT OF HIS MIND!
OH LORD! OH LORD!
THERE'S SO LITTLE TIME-- AND IF I DON'T GO ALONG, SHE'LL NEVER LET ME LIVE!
IF I CAN JUST SMUGGLE THIS LETTER OUT TO SAM! HE'LL GET THE AUTHORITIES TO INVESTIGATE!
HE'LL SAVE ME!
"BUT IT TOOK A WEEK FOR THE LETTER TO FIND ME AT THE CARTERS IN VIRGINIA.
"AND TONIGHT'S THE NIGHT HE SAYS IT COMES TO A HEAD!"

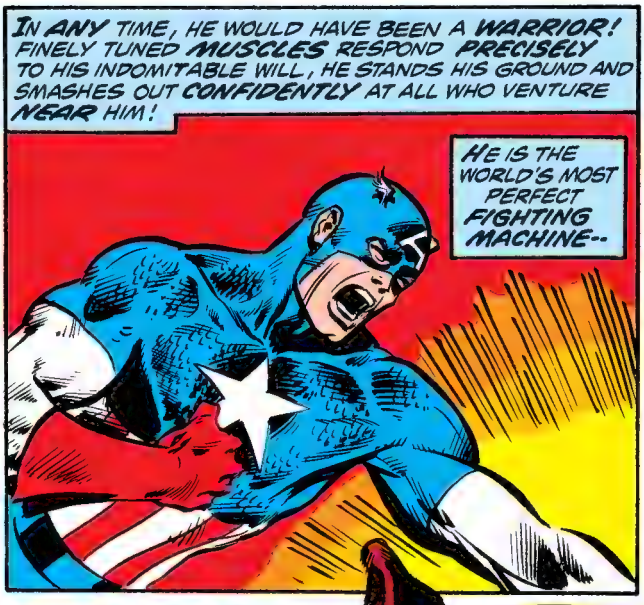
HE DIDN'T SAY WHAT "IT" IS-- JUST THAT IT'S SOMETHING TERRIBLE.
I THINK HE WAS AFRAID EVEN TO PUT IT INTO WORDS.
BUT THERE'S WHERE WE FIND OUT: GRIMROCK PRISON.
NO LIGHTS-- DOESN'T STRIKE ME AS A VERY SECURE PRISON.
IN FACT, IT LOOKS DESERTED. ARE YOU SURE THIS IS WHERE YOUR FRIEND SAID HE WAS?
I'M SURE.
I'M GOING IN THERE, AND I'M GOING TO SEE MEL-- OR ELSE THERE'S GONNA BE SOME HELL TO PAY!
ALL RIGHT-- BUT I THINK I'LL BACK UP YOUR PLAY FROM THE REAR.

SO HE CIRCLES, CAUTIOUSLY ... SLIPPING FROM BEHIND ONE TREE TO ANOTHER... ON THE ALERT FOR ANY-THING...
...EVEN WHAT HE FINDS...
AN OPEN DOOR...?
NO GUARDS-- BECAUSE THERE'S NOTHING TO GUARD--
--OR BECAUSE THERE'S SOMETHING HERE THAT DOESN'T FEAR INTRUDERS?
SAM'S HAD FIFTEEN MINUTES, BUT I'VE HEARD NO SOUND...
WELL, MAYBE SOME SMILING WARDEN HAS ARRANGED HIS MEETING WITH HIS FRIEND, AND THE THREE OF THEM ARE LAUGHING OVER SAM'S SUSPICIONS.
SURE.
WHAT'S THIS NOW?
A PIECE OF CLOTH--?
IT'S-- MY COWL!
RIPPED--AND THERE'S BLOOD ON IT! FRESH BLOOD!
SOMEONE'S PLAYING--
SKRIKE
--GAMES...
ONE TINY RASP-- THAT'S ALL THAT'S NEEDED FOR THE BATTLE-TESTED EARS OF CAPTAIN AMERICA TO KNOW DANGER!
SOMETHING-- SOME THINGS-- ABOVE ME...
...IN THE RAFTERS...
THEY'RE READYING THEMSELVES FOR THE ATTACK--
-- BUT THEY WON'T FIND ME AN EASY PREY!

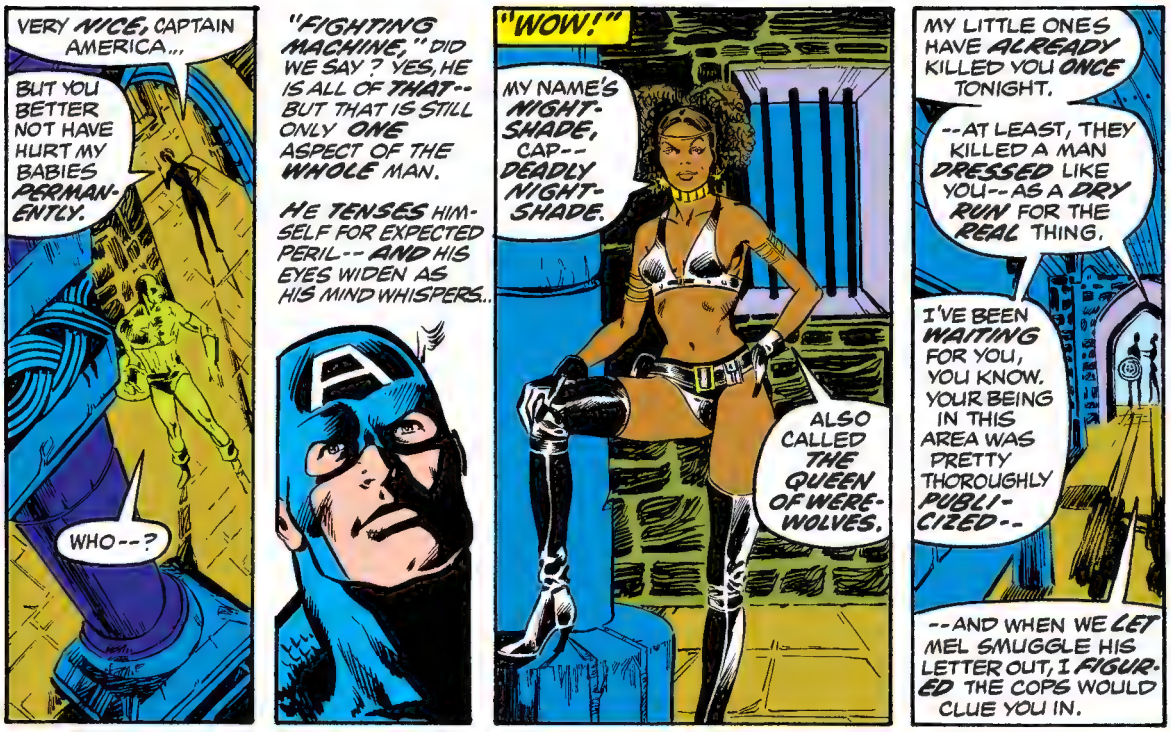
AND THEN THE MONSTERS STRIKE!
OOORA
MY LORD IN HEAVEN! WEREWOLVES!
AT LEAST TWENTY OF THEM-- SWARMING ALL OVER ME-- ATTACKING--
--BUT BLAST IT, THIS IS WHAT I WAS BORN FOR!
AND IF I WORRIED ABOUT ODDS, I'D HIRE A BOOKIE!
IF I'D WANTED ANOTHER JOB--
-- THERE'S BEEN PLENTY OF TIME FOR ME TO FIND IT!
COME ON, GENTLEMEN-- LET'S FIGHT!


DANGER IS LIKE FOOD TO HIM--
--A FOOD FOR THE SOUL-- A FOOD HE NEEDS TO LIVE--
--FOR ONLY WHEN HE'S CLOSE TO DYING--
--IS HE TRULY ALIVE!

A STRANGE MAN, THIS CAPTAIN AMERICA! IN OTHER TIMES, HE WOULD HAVE BEEN A NORTHLANDS BARBARIAN-- A PRIVATEER-- A KNIGHT!


IN ANY TIME, HE WOULD HAVE BEEN A WARRIOR! FINELY TUNED MUSCLES RESPOND PRECISELY TO HIS INDOMITABLE WILL, HE STANDS HIS GROUND AND SMASHES OUT CONFIDENTLY AT ALL WHO VENTURE NEAR HIM!
HE IS THE WORLD'S MOST PERFECT FIGHTING MACHINE--

--AND HIS RUTHLESS, ANIMALISTIC OPPONENTS KNOW IT ONLY TOO WELL!
THIS ONE-- NOT LIKE OTHER! TOO STRONG-- FIERCE!
RUN!!
FOUR MINUTES AFTER THEIR SURPRISE ASSAULT, THEY ARE SCRAMBLING FOR THEIR VERY LIVES!


VERY NICE, CAPTAIN AMERICA...
BUT YOU BETTER NOT HAVE HURT MY BABIES PERMANENTLY.
WHO--?
"FIGHTING MACHINE," DID WE SAY? YES, HE IS ALL OF THAT--BUT THAT IS STILL ONLY ONE ASPECT OF THE WHOLE MAN.
HE TENSES HIMSELF FOR EXPECTED PERIL--AND HIS EYES WIDEN AS HIS MIND WHISPERS..
"WOW!"
MY NAME'S NIGHTSHADE, CAP--DEADLY NIGHTSHADE.
ALSO CALLED THE QUEEN OF WEREWOLVES.
MY LITTLE ONES HAVE ALREADY KILLED YOU ONCE TONIGHT.
--AT LEAST, THEY KILLED A MAN DRESSED LIKE YOU--AS A DRY RUN FOR THE REAL THING.
I'VE BEEN WAITING FOR YOU, YOU KNOW. YOUR BEING IN THIS AREA WAS PRETTY THOROUGHLY PUBLICIZED--
--AND WHEN WE LET MEL SMUGGLE HIS LETTER OUT, I FIGURED THE COPS WOULD CLUE YOU IN.

YOU AND YOUR FRIEND, THE FALCON.
HE'S MY PRISONER, YOU KNOW.
COME WITH ME IF YOU'D LIKE TO SEE HIM.
HOW DO I KNOW I CAN TRUST YOU?

RECOGNIZE THIS?
ONE OF REDWING'S FEATHERS! I KNOW THE MARKINGS!
HE TRIED TO DEFEND HIS MASTER--BUT IN THE END, HE HAD TO FLEE FROM MY FEROCIOUS DARLINGS.
-- BUT IF SHE CAN CONTROL THOSE WEREWOLVES, HER VERY IMMATURITY MAKES HER EVEN MORE DANGEROUS!
WHY, SHE'S NOT THE SLEEK SUPER-VILLAINESS SHE PRETENDS TO BE!
SHE'S LIKE A LITTLE GIRL--POSING, PLAYING GROWN-UP--
THROUGH THIS DOOR, MR. RED-WHITE-AND-BLUE.

FALC!
WHAT ARE YOU DOING TO HIM?
NO--DON'T ANSWER! I'LL SEE FOR MYSELF!
GET OUT OF MY WAY!
HE--DOES NOT FEAR US!
:ARRRGH!:
FALC--WHAT'S WRONG?
SERUM... GAVE ME SERUM... :UHHHH:
COME ALONG, SPARKY. LET THE BIG BOYS PLAY BY THEMSELVES.
YUH YUH!
CAP! LOCKIN' US IN...!
DON'T LET... DON'T...

CLANG!
NO GOOD-- SHE WAS TOO FAST!
CAP..
BUT DON'T WORRY --WITH MY EXTRA STRENGTH, I THINK I CAN BREAK THIS DOOR DOWN AND GET US OUT--
OHHH-- AAAA
--IF I TAKE THE TIME TO DETER-MINE ITS STRESS POINTS. WE'LL--
ARRR!
FALCON? WHY--?
OH NO.
GRRRR!
SNAP
SNIK!
HE'S BECOME A WEREWOLF--A GIANT WEREWOLF!
--AND I'M TRAPPED WITH HIM!
AROOO
RRAARGH!

HE'S A RAGING BEAST-- DOESN'T KNOW ME AT ALL--
--EXCEPT AS A BRIGHTLY-COLORED OBJECT OF PREY!
BUT THAT'S WHY JUDO WAS INVENTED: TO USE THE ATTACKER'S STRENGTH AND WEIGHT AGAINST HIM!
IT'S NOT KUNG FU, BUT IT'LL DO!
ARRO
SPARKY-- IT'S ALL GOING WRONG!
THE FALCON-WOLF WAS OUR ACE-IN-THE-HOLE! HE'S GOT TO STOP CAP!
WAIT! NOW HE'S CAUGHT HIM!
THE EXTRA DOSE I GAVE THE FALCON MADE HIS LUST FOR MURDER TOO STRONG TO BE DENIED FOR LONG!
CAP CAN'T BREAK FREE!
FALCON'S GOING TO RIP HIS THROAT OUT!
CLUD!

ONLY GAINED... A MOMENT,' ONE OF US MAY HAVE TO DIE IF THIS KEEPS UP!
I HAVE TO ESCAPE!
THERE'S NOT TIME FOR ME TO BE SCIENTIFIC ABOUT THIS DOOR ANY MORE!
I'LL JUST... HAVE TO WEAKEN IT... AS MUCH AS POSSIBLE...
...TO SET IT UP... :UHHH:...
ARRRH
...FOR FALC TO SMASH WHEN HE HURLS HIMSELF AT ME!
BA-LAM
GOT TO CLOSE IN ON HIM -- LET HIS LARGER BODY TAKE THE IMPACT--!

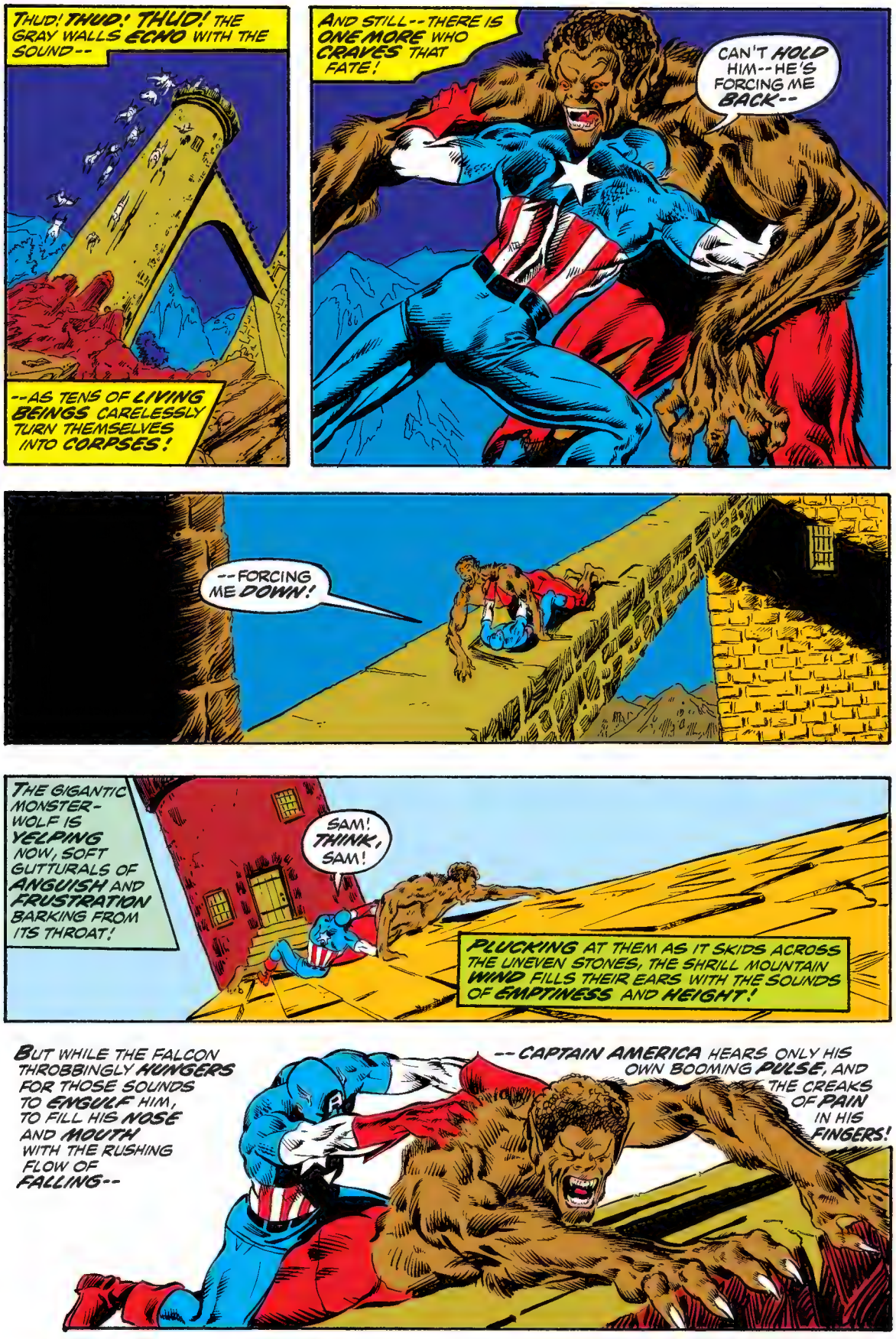
THEY'RE OUT OF SCANNER RANGE, AND CAP'S NOT EVEN WINDED!
I'VE BLOWN IT! REALLY BLOWN IT!
AND SO YOU HAVE, MY DEAR.
WHAT--?
NO! I DIDN'T MEAN IT.
BUT I DID, NIGHTSHADE.
THE YELLOW CLAW SPEAKS ONLY TRUTH!
THE SCHEMES I CONCEIVED DURING MY YEARS OF CONTEMPLATIVE ISOLATION-- THE SCHEMES WHICH WILL DELIVER THE WORLD INTO MY PALM--INVOLVE EFFECTIVE ALLIES.
THIS EXHIBITION AT GRIMROCK PRISON HAS NOT PLACED YOU IN THAT CATEGORY, I FEAR.
YOUR PETS ARE AMUSING--BUT HARDLY MORE.
I WITHDRAW THE FUNDS AND CHEMICALS YOU NEED FOR YOUR "WERE-WOLF" SERUM.
NO! ITS EFFECTS WILL WEAR OFF AT SUNRISE! THEY'LL TURN BACK INTO CONVICTS, AND I'LL BE NOTHING AGAIN!
I WANT TO BE A QUEEN! YOU PROMISED ME I WOULD WORK WITH YOU!
IF YOU MEASURED UP.
IT'S NOT FAIR! I SPENT YEARS WORKING OUT MY FORMULA!
MY BABIES CAN KILL NORMAL MEN! CAPTAIN AMERICA'S ONLY A FLUKE!

A MAN WHO ATTEMPTS TO RULE WITHOUT ABSOLUTE POWER IS A FOOL!
AS LONG AS MY ENEMIES HAVE ANY HOPE, I WILL HAVE ENEMIES.
THUS, MY FORCES MUST NEVER LOSE.
HSSSSS GRRR!
BUT IF YOU KNEW HOW MUCH IT MEANS TO ME...
THIS WAS MY CHANCE... MY CHANCE TO BE IMPORTANT FOR JUST ONCE!
YOU BORE ME, NIGHTSHADE.
CLAW? CLAW?!
YOU CAN'T LEAVE ME! YOU CAN'T!
AND YOU WON'T!
KRAK!
PTIIN!
GOODBYE!
GONE! I--
WHAT, SPARKY?
YUH! YUH!

ALL RIGHT, YA CHICKEN-SCRATCHIN' YAHOOS! WE KNOW THE CLAW'S IN THERE!
MOVE IN FAST AN' DON'T LEAVE WITHOUT 'IM!
" OH MY LORD! IT'S NICK FURY AND SHIELD-- ATTACKING FROM THE VALLEY BELOW! "
THEN-- THAT TIES IT! I'M SURROUNDED-- FRIENDLESS!
BUT I'LL TELL YOU ONE THING, BABY:
THEY'LL NEVER TAKE US ALIVE!
WHILE, NOW FREE OF THEIR CELL BUT NOT EACH OTHER--
BLAM!
-- TWO TITANS CONTINUE THEIR DUEL!

HE'S ALL BRAWN--HAS NONE OF THE SKILL I TAUGHT HIM!
BUT HE'S ALSO SEEMINGLY INDESTRUCTIBLE! HIS BRAIN IS SO USELESS IT DOESN'T EVEN REGISTER PAIN!
GOT TO TAKE ONE LAST RISK--
--AVOID HIS CLAWS AS I DIVE IN CLOSE--
THAT DID IT! HE'S OUT--FINALLY!
I WAS LUCKY.
--AND JAB THE NERVES IN HIS NECK!
SO WAS HE.
AROOOO
THE OTHER WEREWOLVES--RACING THIS WAY!
THERE'S NO TIME OUT FOR ME AT ALL, TONIGHT!
BUT THE MONSTERS, WHEN THEY COME, KEEP COMING--
--PASSING CAPTAIN AMERICA MECHANICALLY, EYES LOCKED STRAIGHT AHEAD!

THEY'RE HEADING FOR THE TOWER!
THE GIRL-- SHE MUST HAVE CALLED THEM SOMEHOW!
BUT WHY? SHE CAN'T BE PLANNING...
MY DARLINGS, THIS IS THE END! YOU'VE SERVED ME AS FAITHFULLY AS ANYONE COULD EVER ASK--
--BUT THAT'S NOT GOOD ENOUGH FOR THE YELLOW CLAW!
THE WORLD WANTS TO GRIND US DOWN, MY LOVELIES!
IT PUT YOU IN A PRISON OF ROCK-- IT PUT ME IN A PRISON OF HOPELESS-NESS! I THOUGHT I COULD FREE US BOTH--
--BUT WE CAN NEVER BE FREE! THE WORLD DOOMS PEOPLE LIKE US TO FAILURE BEFORE WE BEGIN!
SO THIS IS THE END-- BUT IT WILL BE A SPECTACULAR END!
THEY WON'T IMPRISON US AGAIN!
COME-- FOLLOW ME-- OVER THE EDGE!
AROOOOO!
FALCON! HE'S STILL UNDER HER SPELL-- AND HE WANTS TO OBEY!
THEY'LL ALWAYS REMEMBER US NOW! WE'LL BE FAMOUS FOREVER!
FOLLOW ME!


THUD! THUD! THUD! THE GRAY WALLS ECHO WITH THE SOUND--
--AS TENS OF LIVING BEINGS CARELESSLY TURN THEMSELVES INTO CORPSES!
AND STILL--THERE IS ONE MORE WHO CRAVES THAT FATE!
CAN'T HOLD HIM--HE'S FORCING ME BACK--
--FORCING ME DOWN!
THE GIGANTIC MONSTER-WOLF IS YELPING NOW, SOFT GUTTURALS OF ANGUISH AND FRUSTRATION BARKING FROM ITS THROAT!
SAM! THINK, SAM!
PLUCKING AT THEM AS IT SKIDS ACROSS THE UNEVEN STONES, THE SHRILL MOUNTAIN WIND FILLS THEIR EARS WITH THE SOUNDS OF EMPTINESS AND HEIGHT!
BUT WHILE THE FALCON THROBBINGLY HUNGERS FOR THOSE SOUNDS TO ENGULF HIM, TO FILL HIS NOSE AND MOUTH WITH THE RUSHING FLOW OF FALLING--
--CAPTAIN AMERICA HEARS ONLY HIS OWN BOOMING PULSE, AND THE CREAKS OF PAIN IN HIS FINGERS!

HE MUST HOLD BACK HIS FRIEND: THAT IS ALL THAT HE KNOWS! EVERYTHING ELSE MIGHT AS WELL NOT EXIST--
--INCLUDING THE SUBTLE RISING OF THE SWIMMING SUN --UNTIL ITS RAYS SPILL ACROSS THE FUR-COVERED FIEND--
--AND MAKE HIM, ONCE MORE, HIS FRIEND!
STEVE, I--I SUPPOSE THIS IS A SILLY QUESTION...
...BUT, WHAT'S GOIN' ON?
HA! YOU'RE YOURSELF AGAIN, ALL RIGHT!
GIVE ME AN HOUR, AND I'LL EXPLAIN IT, PARTNER!
BUT I'LL DO IT ON SOLID GROUND!
STEVE, THE GIRL TOLD ME MEL REFUSED TO JOIN THE OTHER PRISONERS IN SUBMITTING TO HER SERUM--
--SO SHE DRESSED HIM UP LIKE YOU TO GIVE THE WERE-WOLVES TARGET PRACTICE. THEY KILLED HIM, STEVE!
YOU TRIED, SAM. YOU DID YOUR BEST-- AND THAT'S ALL ANY OF US CAN DO.
BUT IT'S NOT OVER YET-- NOT IF WHAT I HEARD NIGHTSHADE SAY IS TRUE-- BECAUSE...
THE YELLOW CLAW HAS RETURNED!
YOU BET HE HAS, SHIELD-SLINGER-- AND LEMME TELL YA WHAT HE'S BEEN UP TO...
BUT THAT TELLING MUST COME NEXT MONTH, CAPFAN-- ALONG WITH THE OPENING BATTLE IN A SCHEME THAT DEFIES DESCRIPTION! DON'T MISS IT!

CAPT. AMERICA
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CAPTAIN AMERICA
AND
THE FALCON™
DO YOUR WORST, AVENGER! LASH OUT IN FUTILE FURY AT MY LETHAL SPIDER LEGIONS!
THEY WILL KEEP COMING--UNTIL YOU ARE OVER-WHELMED!
AND I'LL KEEP FIGHTING THEM--TILL I DIE!
THE YELLOW CLAW STRIKES!

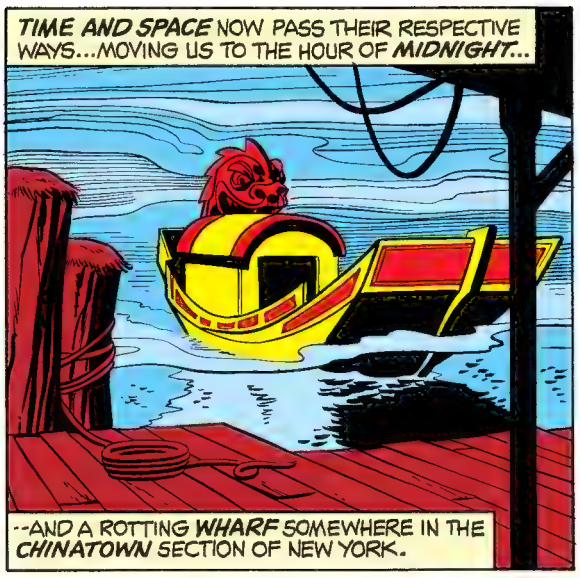
Stan Lee PRESENTS: CAPTAIN AMERICA, AND THE FALCON™

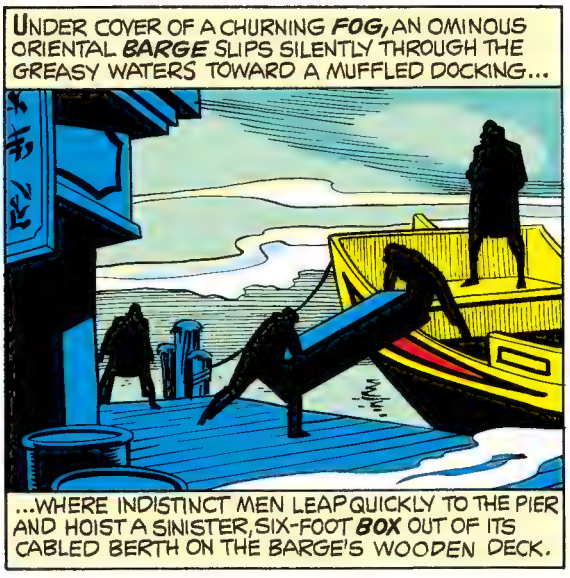
STEVE ENGLEHART, SCRIBBLER & SAL BUSCEMA, SKETCHER TEAM UP FOR ANOTHER TRIUMPH! FRANK McLAUGHLIN, INKER / C. JETTER, LETTERER / G. ROUSSOS, COLORIST / and ROY THOMAS EDITOR

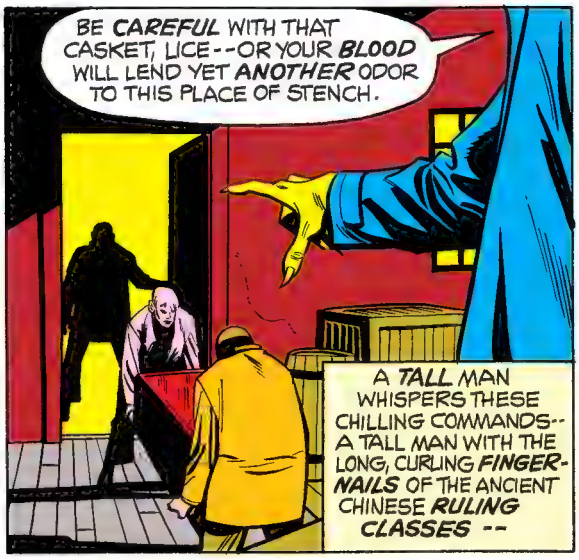
THE YELLOW CLAW STRIKES
LAST ISH, CAP AND THE FALCON OVERCAME THE BIZARRE MENACE OF DEADLY NIGHTSHADE, QUEEN OF THE WEREWOLVES--AND IN SO DOING, THE STAR-SPANGLED AVENGER UNCOVERED THE NAME OF NIGHTSHADE'S HIDDEN LEADER--
THE YELLOW CLAW!
HE'S BACK--FOR REAL, THIS TIME--AN' WE WOULDA CAUGHT 'IM IF YOU HADN'T'A BUSTED UP SHIELD'S RAID!
MY HEART BLEEDS FOR YOU, FURY!
I SUPPOSE YOU'D RATHER WE'D IGNORED THE FALCON'S FRIEND'S CRY FOR HELP!
WELL, THAT'S NOT THE WAY CAPTAIN AMERICA AND THE FALCON PLAY THE GAME!
15592

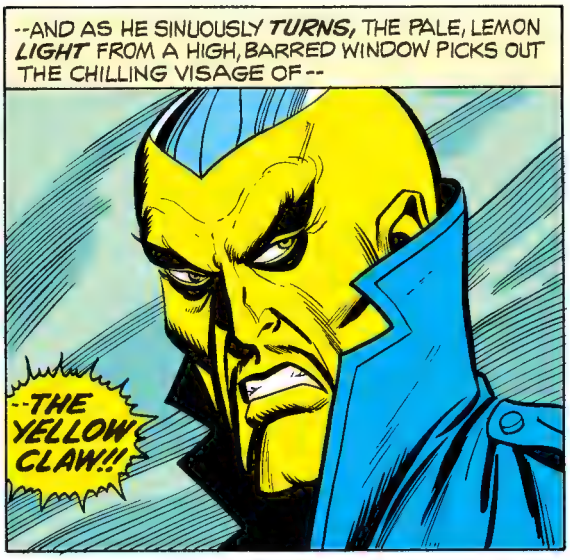
WE GO WHERE WE WANT, AND DO WHAT WE HAVE TO, TO HELP BOTH PEOPLE AND THE CAUSE OF JUSTICE!
THAT MAY SOUND CORNY, BUT AT LEAST WE'VE STILL GOT OUR IDEALS!
DON'T GET CUTE WITH ME, MASKED MAN!
JUST 'CAUSE I DO THIS FOR A LIVIN' DON'T MEAN I DON'T CARE ABOUT STUFF! AS A MATTER O' FACT, SOME GOOD MEN DIED FINDIN' OUT THE CLAW WAS GONNA BE HERE TODAY--
--AND THAT'S WHY I DON'T LIKE YOU SCREWIN' THINGS UP--AN' WHY YOU AIN'T GONNA DO IT AGAIN!
THAT SOUNDS ALMOST LIKE A THREAT, COLONEL--
UH, UH-- WINGHEAD-- JUST A PROMISE!
SHIELD'S PUT IN A LOTTA WORK ON THIS--AN' WE AIN'T LOOKIN' TO HAVE SOME WILD CARD LIKE YOU TORPEDO THAT WORK!
I'M TELLIN' YA ONCE, CAP: BUTT OUT!
WHAT?!! YOU'VE GOT NO AUTHORITY OVER ME!
AND EVEN IF YOU DID, THIS IS A PERSONAL MATTER WITH ME AND FALC NOW!
DON'T LET ME STOP YOU TWO FROM EXERCISING YOUR TONSILS, BUT YOU MIGHT WANT TO KNOW THAT THE FALCON'S GOING TO BE OKAY.
THANKS, DOC!
ALL RIGHT, FALC--YOU HEARD. WE'VE GOT MORE THAN JUST THE CLAW TO FIGHT ON THIS ONE!
IF YOU'RE READY, LET'S GO!
WE'LL GO, CAP... BUT I'M NOT GOING AFTER THE CLAW!
BUT--I WOULD THINK YOU, MOST OF ALL, WOULD--

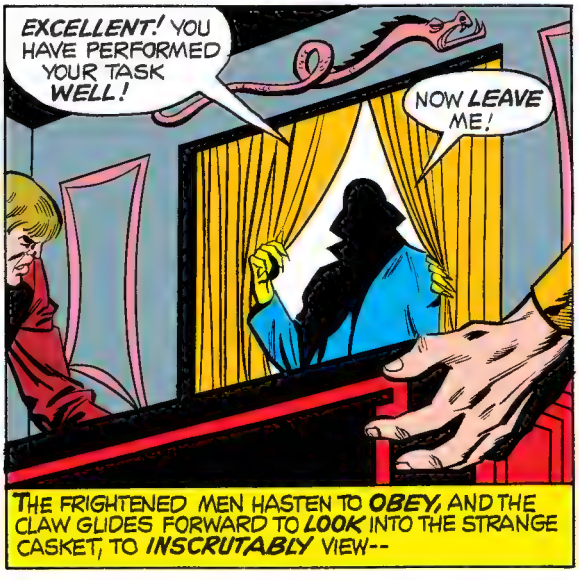
--WANT REVENGE? SURE I DO--
--BUT I WANT OTHER THINGS MORE, LIKE MY GIRL. I PROMISED MYSELF I'D GET IT TOGETHER WITH HER, AN' RIGHT AFTER-WARDS I TOOK OFF WITH YOU.
I'VE STAYED BECAUSE I'VE BEEN NEEDED--AGAINST FAUSTUS, AGAINST THE SERPENT SQUAD, AGAINST NIGHTSHADE--AND FOR PEGGY--
--BUT DIG: I THINK FURY'S RIGHT. HE'S GOT A WHOLE ORGANIZATION TO FIND THE CLAW.
I'M NOT NEEDED FOR THAT!
LOOK, I'M NOT PULLIN' OUTTA THE PARTNERSHIP AGAIN--DON'T GET ME WRONG. BUT BEIN' A PARTNER GIVES ME AN EQUAL VOICE IN OUR DECISIONS--
--AND I SAY LEAVE IT TO SHIELD.
IF YOU NEED ME, JUST WHISTLE, LIKE THEY SAY.
BUT FOR NOW, I'M CYCLIN' BACK TO HARLEM TO DO MY BIT THERE, AND TO TRY TO MAKE IT WITH LEILA.
WELL...OF COURSE I UNDERSTAND YOUR FEELINGS...
GO ON, I HAVE TO GO BACK TO VIRGINIA--TO SAY GOODBYE TO PEGGY.
MAYBE I DID COME ON TOO STRONG...
IF THAT'S AN APOLOGY, YOU'RE FACIN' THE WRONG DIRECTION, MISTER!
IT'S ABOUT TIME YOU GLORY BOYS CLIMBED DOWN OFF YER HIGH HORSES!
--AND MAYBE I CAME ON JUST STRONG ENOUGH!
NO HARD FEELINGS, FALC--BUT CAPTAIN AMERICA'S GOING TO DO THIS JOB--
--EVEN IF IT MEANS HAVING TO DO IT ALONE!

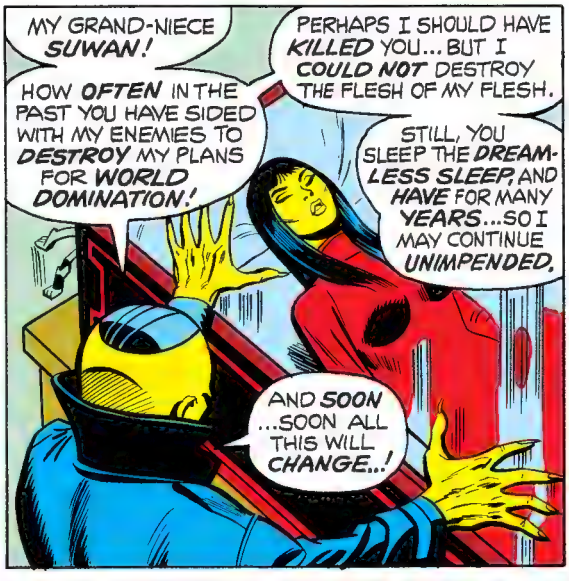

TIME AND SPACE NOW PASS THEIR RESPECTIVE WAYS...MOVING US TO THE HOUR OF MIDNIGHT...
--AND A ROTTING WHARF SOMEWHERE IN THE CHINATOWN SECTION OF NEW YORK.

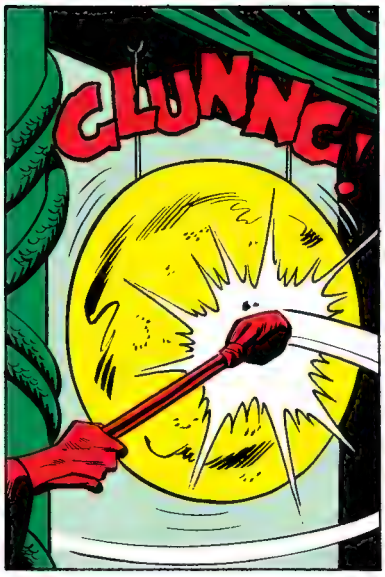

UNDER COVER OF A CHURNING FOG, AN OMINOUS ORIENTAL BARGE SLIPS SILENTLY THROUGH THE GREASY WATERS TOWARD A MUFFLED DOCKING...
...WHERE INDISTINCT MEN LEAP QUICKLY TO THE PIER AND HOIST A SINISTER, SIX-FOOT BOX OUT OF ITS CABLED BERTH ON THE BARGE'S WOODEN DECK.

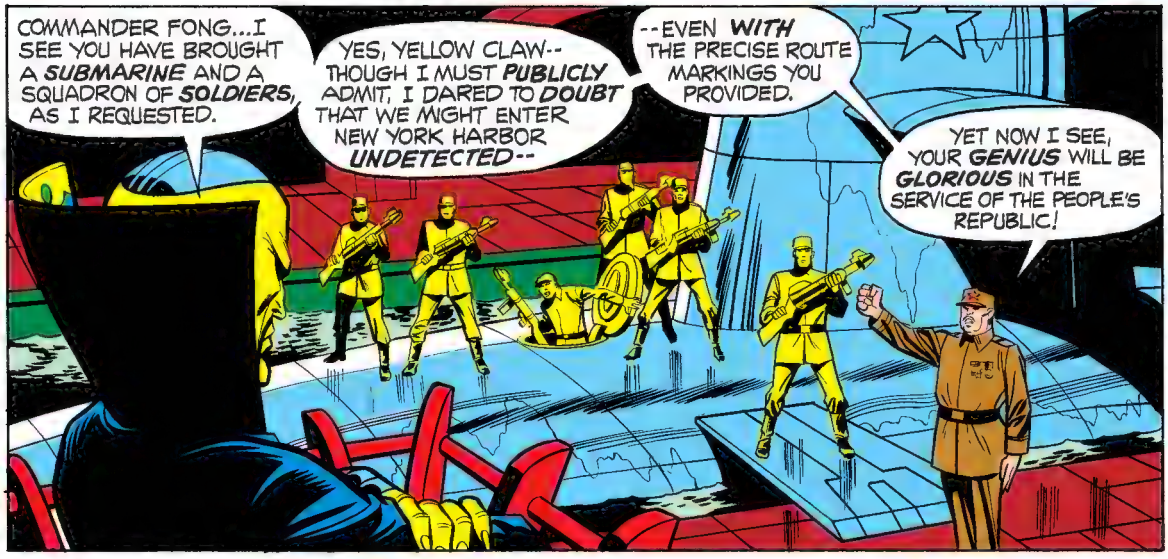

BE CAREFUL WITH THAT CASKET, LICE--OR YOUR BLOOD WILL LEND YET ANOTHER ODOR TO THIS PLACE OF STENCH.
A TALL MAN WHISPERS THESE CHILLING COMMANDS--A TALL MAN WITH THE LONG, CURLING FINGER-NAILS OF THE ANCIENT CHINESE RULING CLASSES --

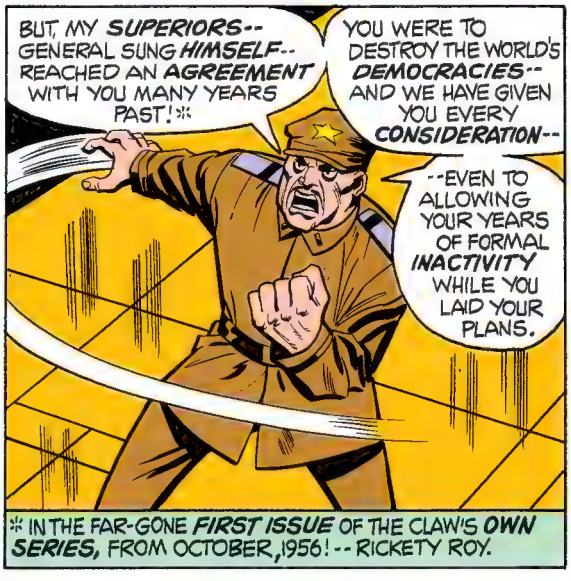

--AND AS HE SINUOUSLY TURNS, THE PALE, LEMON LIGHT FROM A HIGH, BARRED WINDOW PICKS OUT THE CHILLING VISAGE OF--
--THE YELLOW CLAW!!!


EXCELLENT! YOU HAVE PERFORMED YOUR TASK WELL!
NOW LEAVE ME!
THE FRIGHTENED MEN HASTEN TO OBEY, AND THE CLAW GLIDES FORWARD TO LOOK INTO THE STRANGE CASKET, TO INSCRUTABLY VIEW--

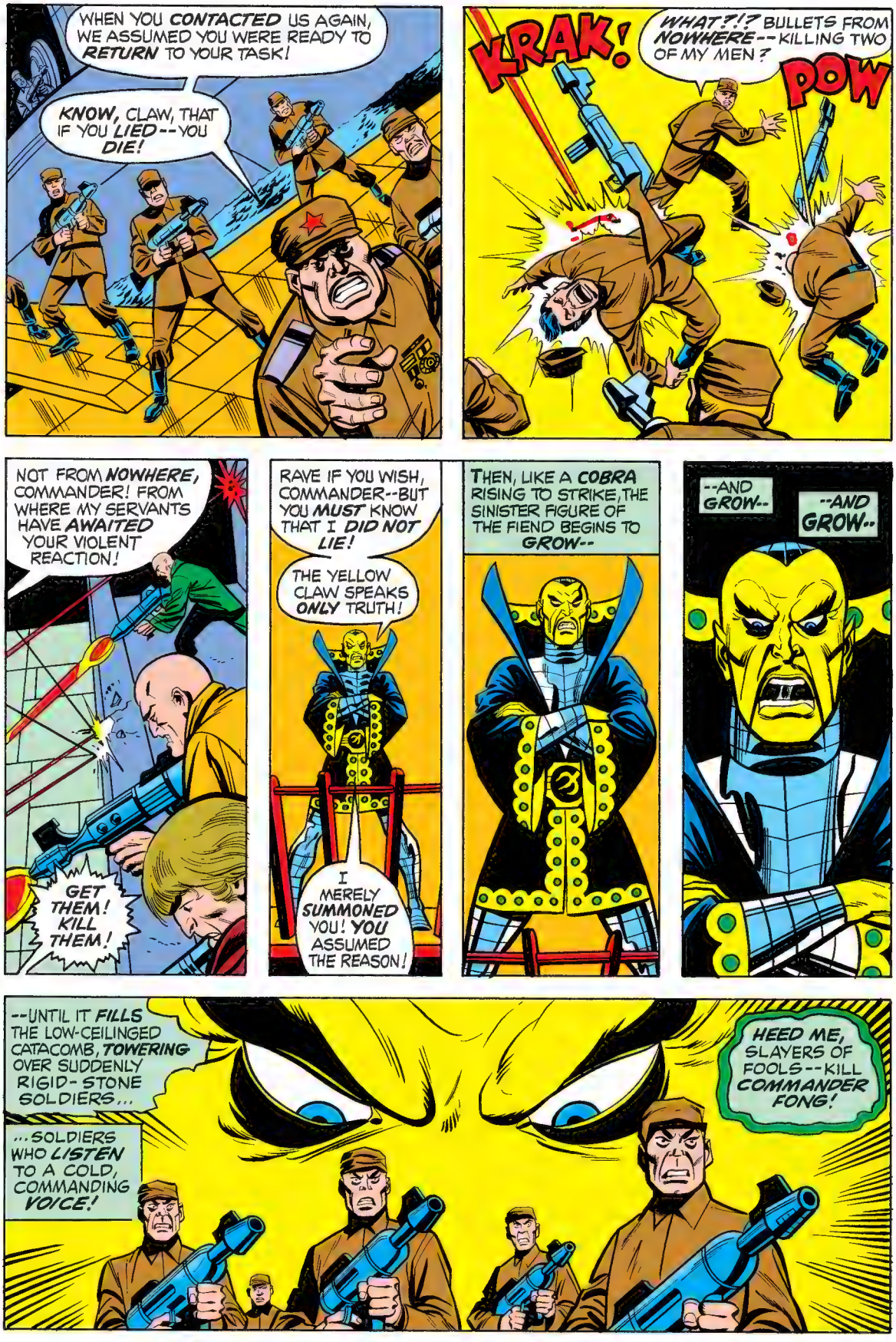

MY GRAND-NIECE SUWAN!
HOW OFTEN IN THE PAST YOU HAVE SIDED WITH MY ENEMIES TO DESTROY MY PLANS FOR WORLD DOMINATION!
PERHAPS I SHOULD HAVE KILLED YOU... BUT I COULD NOT DESTROY THE FLESH OF MY FLESH.
STILL, YOU SLEEP THE DREAM-LESS SLEEP, AND HAVE FOR MANY YEARS...SO I MAY CONTINUE UNIMPENDED.
AND SOON ...SOON ALL THIS WILL CHANGE..!




COMMANDER FONG...I SEE YOU HAVE BROUGHT A *SUBMARINE* AND A SQUADRON OF *SOLDIERS*, AS I REQUESTED.
YES, YELLOW CLAW-- THOUGH I MUST *PUBLICLY* ADMIT, I DARED TO *DOUBT* THAT WE MIGHT ENTER NEW YORK HARBOR *UNDETECTED*--
--EVEN *WITH* THE PRECISE ROUTE MARKINGS YOU PROVIDED.
YET NOW I SEE, YOUR *GENIUS* WILL BE *GLORIOUS* IN THE SERVICE OF THE PEOPLE'S REPUBLIC!

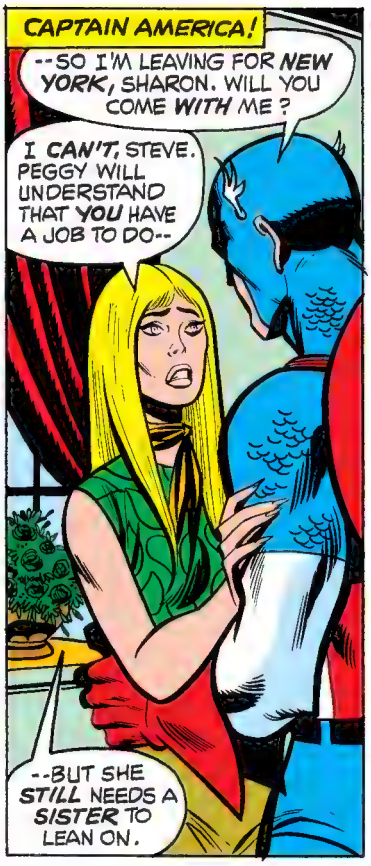

BUT, MY *SUPERIORS*-- GENERAL SUNG *HIMSELF*-- REACHED AN *AGREEMENT* WITH YOU MANY YEARS PAST!*
YOU WERE TO DESTROY THE WORLD'S *DEMOCRACIES*-- AND WE HAVE GIVEN YOU EVERY *CONSIDERATION*--
--EVEN TO ALLOWING YOUR YEARS OF FORMAL *INACTIVITY* WHILE YOU LAID YOUR PLANS.

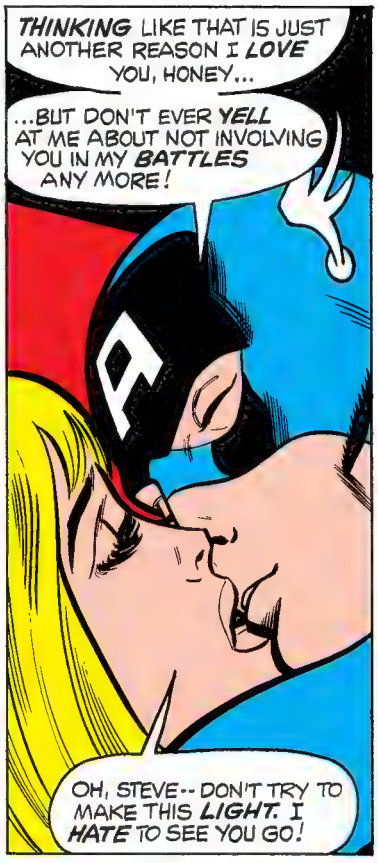
* IN THE FAR-GONE *FIRST ISSUE* OF THE CLAW'S *OWN SERIES*, FROM OCTOBER, 1956! -- RICKETY ROY.

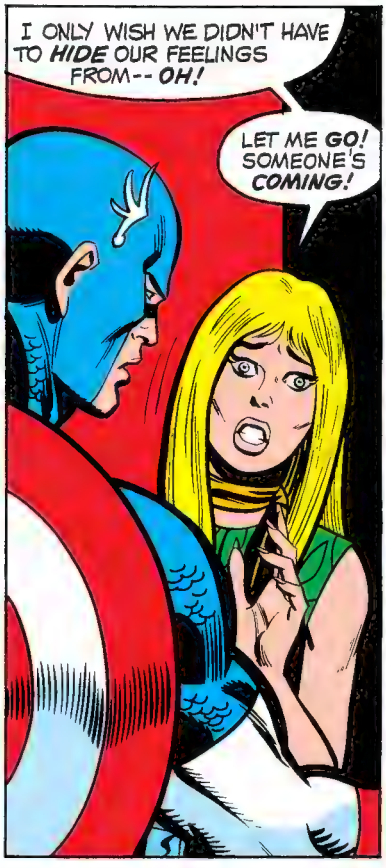

WHEN YOU CONTACTED US AGAIN, WE ASSUMED YOU WERE READY TO RETURN TO YOUR TASK!
KNOW, CLAW, THAT IF YOU LIED--YOU DIE!
KRAK!
WHAT?!? BULLETS FROM NOWHERE--KILLING TWO OF MY MEN?
POW
NOT FROM NOWHERE, COMMANDER! FROM WHERE MY SERVANTS HAVE AWAITED YOUR VIOLENT REACTION!
GET THEM! KILL THEM!
RAVE IF YOU WISH, COMMANDER--BUT YOU MUST KNOW THAT I DID NOT LIE!
THE YELLOW CLAW SPEAKS ONLY TRUTH!
I MERELY SUMMONED YOU! YOU ASSUMED THE REASON!
THEN, LIKE A COBRA RISING TO STRIKE, THE SINISTER FIGURE OF THE FIEND BEGINS TO GROW--
--AND GROW--
--AND GROW--
--UNTIL IT FILLS THE LOW-CEILINGED CATACOMB, TOWERING OVER SUDDENLY RIGID-STONE SOLDIERS...
...SOLDIERS WHO LISTEN TO A COLD, COMMANDING VOICE!
HEED ME, SLAYERS OF FOOLS--KILL COMMANDER FONG!

ONLY ONCE DOES THAT SIBILANT, THROBBING VOICE COMMAND... ONLY ONCE.
NO! DON'T LISTEN TO HIM!
I AM YOUR LEADER. DON'T!
PTOW KRAK
NOW, DOGS-- YOURSELVES!
BANG!
BUDDA BUDDA BANG!
DEAD-- ALL OF THEM!
ALL VICTIMS OF MY MIND CONTROL, AS THEY STARED AT ME AND THOUGHT I GREW!
AND WHEN THIS CREW DOES NOT REPORT, THEIR LEADERS WILL KNOW--
--AS AMERICA SHALL SOON KNOW--
--A NEW ORDER IS RISING IN THE WORLD --AND IT IS MINE! MINE!!

THAT'S THE YELLOW CLAW'S VISION OF THE FUTURE--AND AS WE LEARN MORE AND MORE OF THE HORRIBLE WEAPONS AT HIS COMMAND, WE SHALL SEE THAT HIS FAITH IN HIMSELF IS NOT FOOLHARDY.
HOWEVER, THERE ARE OTHER MEN WITH ANOTHER VISION--THAT OF THE MASTERMIND'S TOTAL DEFEAT--AND THEY ARE ALSO TO BE RECKONED WITH. ONE OF THEM IS HERE, AT THE CARTER FAMILY ESTATE IN VIRGINIA.


CAPTAIN AMERICA!
--SO I'M LEAVING FOR NEW YORK, SHARON. WILL YOU COME WITH ME?
I CAN'T, STEVE. PEGGY WILL UNDERSTAND THAT YOU HAVE A JOB TO DO--
--BUT SHE STILL NEEDS A SISTER TO LEAN ON.


THINKING LIKE THAT IS JUST ANOTHER REASON I LOVE YOU, HONEY...
...BUT DON'T EVER YELL AT ME ABOUT NOT INVOLVING YOU IN MY BATTLES ANY MORE!
OH, STEVE-- DON'T TRY TO MAKE THIS LIGHT. I HATE TO SEE YOU GO!

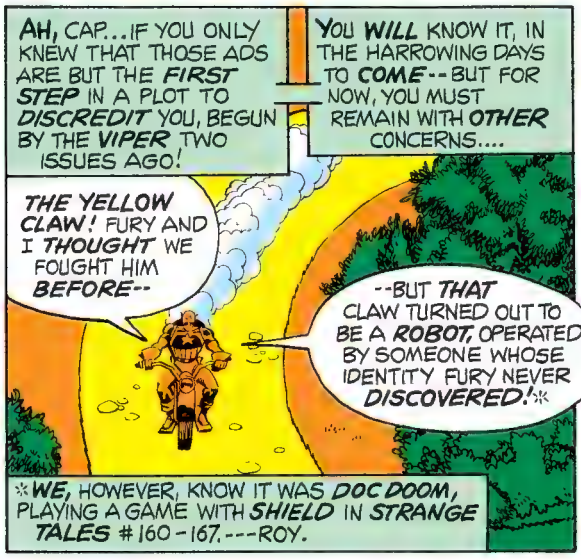

I ONLY WISH WE DIDN'T HAVE TO HIDE OUR FEELINGS FROM-- OH!
LET ME GO! SOMEONE'S COMING!

THEN AN INLAID DOOR SWINGS OPEN, AND IN WALKS THE OBJECT OF THE YOUNG LOVERS' CONCERN: PEGGY CARTER, AMNESIAC FROM 1945 UNTIL RECENTLY--
--ONCE IN LOVE WITH CAPTAIN AMERICA, AND UNAWARE THAT THINGS HAVE CHANGED.
HI! I THOUGHT I HEARD VOICES OUT HERE.

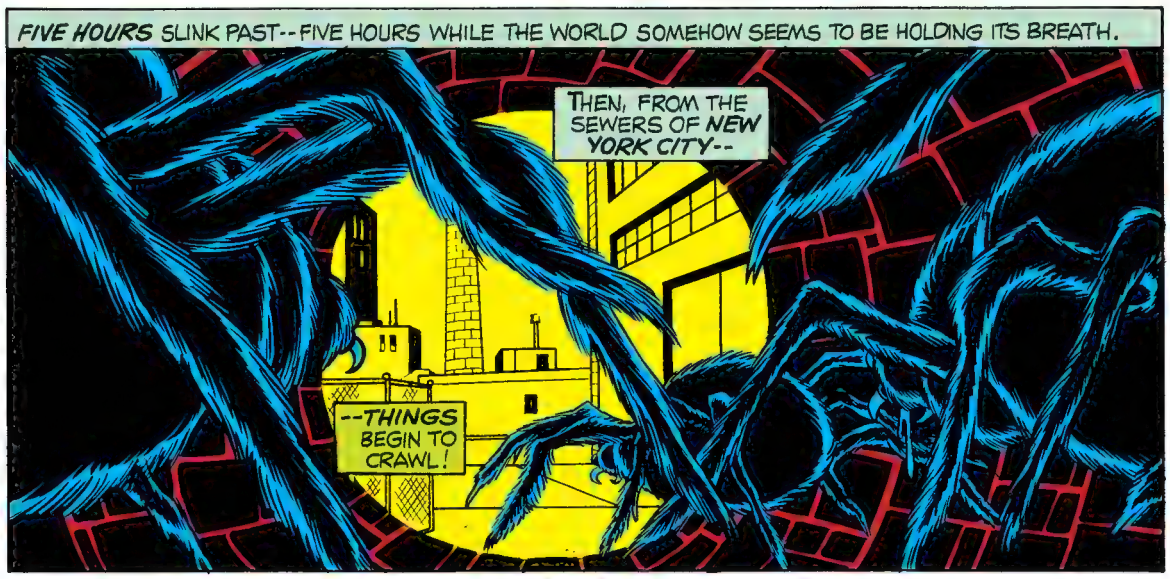
HELLO, MADEMOISELLE --I WAS ON MY WAY TO SAY GOODBYE TO YOU.
YOU MEAN YOU HAVEN'T HEARD--?
THE SUPERHERO BIZ IS ON THE UPSWING AGAIN. CAPTAIN AMERICA'S BACK IN ACTION.

FOR SEVERAL DAYS NOW, THERE HAVE BEEN RADIO ADS CLAIMING YOU'RE A VIGILANTE, TAKING THE LAW INTO YOUR OWN HANDS--
--AND YOU SHOULD VOLUNTARILY ABANDON CRIME-FIGHTING!
OH, COME ON PEG! IT MUST BE A JOKE!
NO, CAP! THESE ADS ARE PROFESSIONALLY PRODUCED! THEY EVEN HAVE A JINGLE!

WELL, YOU TWO BELLES LEARN THE JINGLE AND WE'LL ALL GO ON A SLEIGH-RIDE!
EVEN IF THIS IS FOR REAL--WHICH I DOUBT--CAPTAIN AMERICA'S BEEN AROUND TOO LONG FOR THE AMERICAN PUBLIC TO BE FOOLED!
STAY WELL, MADEMOISELLE--I'M OFF!

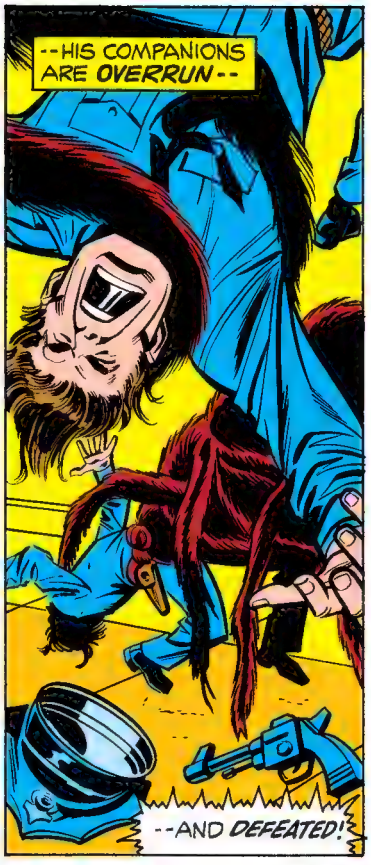

AH, CAP...IF YOU ONLY KNEW THAT THOSE ADS ARE BUT THE FIRST STEP IN A PLOT TO DISCREDIT YOU, BEGUN BY THE VIPER TWO ISSUES AGO!
YOU WILL KNOW IT, IN THE HARROWING DAYS TO COME--BUT FOR NOW, YOU MUST REMAIN WITH OTHER CONCERNS....
THE YELLOW CLAW! FURY AND I THOUGHT WE FOUGHT HIM BEFORE--
--BUT THAT CLAW TURNED OUT TO BE A ROBOT, OPERATED BY SOMEONE WHOSE IDENTITY FURY NEVER DISCOVERED!*
*WE, HOWEVER, KNOW IT WAS DOC DOOM, PLAYING A GAME WITH SHIELD IN STRANGE TALES #160-167.---ROY.

MAYBE THE MASTER-MIND WAS THE REAL CLAW--MAYBE NOT.
BUT THEY SAY THE REAL CLAW WAS DEFINITELY AROUND IN THE '50'S WHILE I WAS FROZEN--AND HE WAS HEARD OF YEARS BEFORE THAT!
FACE IT, CAP: THE CLAW COULD BE THE MOST DEADLY OPPONENT YOU'VE EVER FOUGHT!

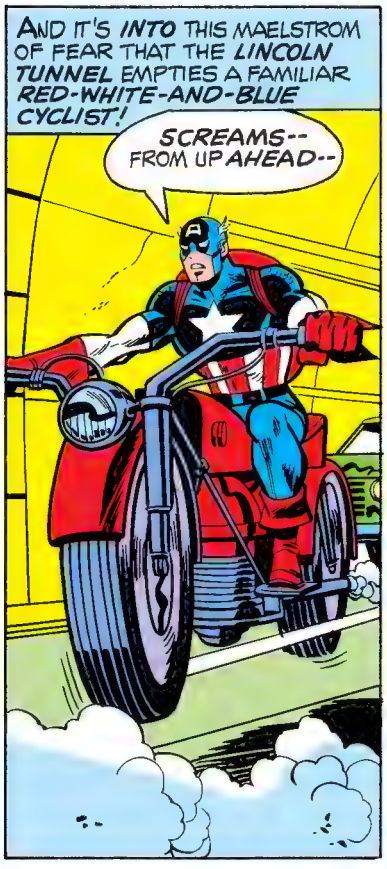

FIVE HOURS SLINK PAST--FIVE HOURS WHILE THE WORLD SOMEHOW SEEMS TO BE HOLDING ITS BREATH.
THEN, FROM THE SEWERS OF NEW YORK CITY--
--THINGS BEGIN TO CRAWL!

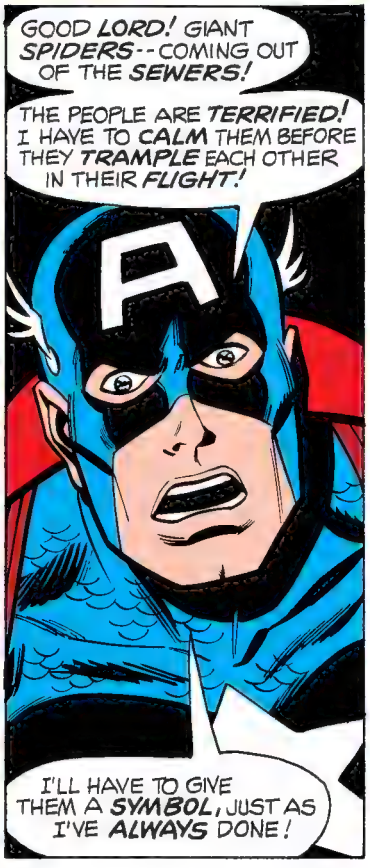
--ANYWAY, ALICE SAYS THOSE RADIO SPOTS HAVE GOT SOMETHING, HARV. SHE SAYS CAP'S GOT TOO MUCH POWER TO BE RUNNING AROUND WITHOUT ANYBODY CONTROLLING HIM.
WELL, I TOLD HER ABOUT HOW HE SAVED MY WHOLE OUTFIT BACK IN THE BIG ONE, BUT WOULD SHE LISTEN? NO!
FORGET IT, CLIFF. MADISON AVENUE'S ALWAYS TRYIN' TO MAKE YA AFRAID O' SOMETHING--LIKE NOT KEEPIN UP WITH THE JONESES.
PERSONALLY, THE ONLY THING I'M AFRAID OF IS--
GOOD LORD!
HARV! WATCH OUT!
TARANTULAS! GIANT TARANTULAS!
HELP! SOMEBODY! THEY'VE GOT MY FRIEND!
WHAT'S GOIN'--
HOLY--RICK--LOOK!
SHOOT 'EM! KILL 'EM!
GET OUTTA HERE, CLIFF! WE'LL HOLD 'EM BACK!

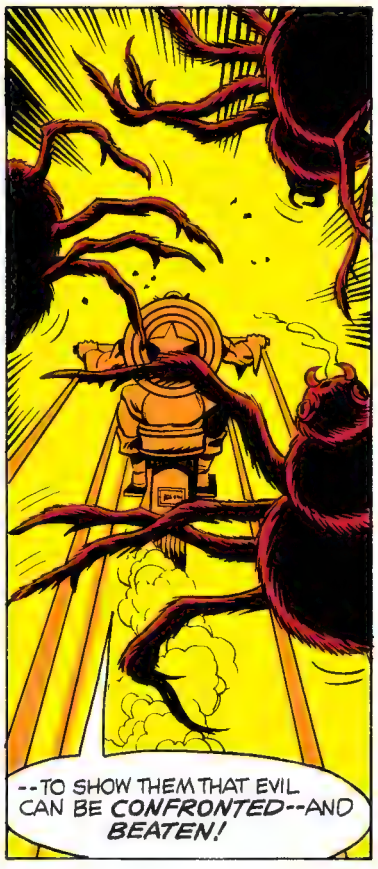
NO PARKING
THIS SIDE
OF STREET
THE HIDEOUS SPIDERS ARE MORTAL--THEY CAN BE KILLED!
BUT THEY ARE SO MANY, AND THEIR OPPONENTS ARE SO FEW! FOR EVEN AS A THIRD GUARD BABBLES FOR AID--

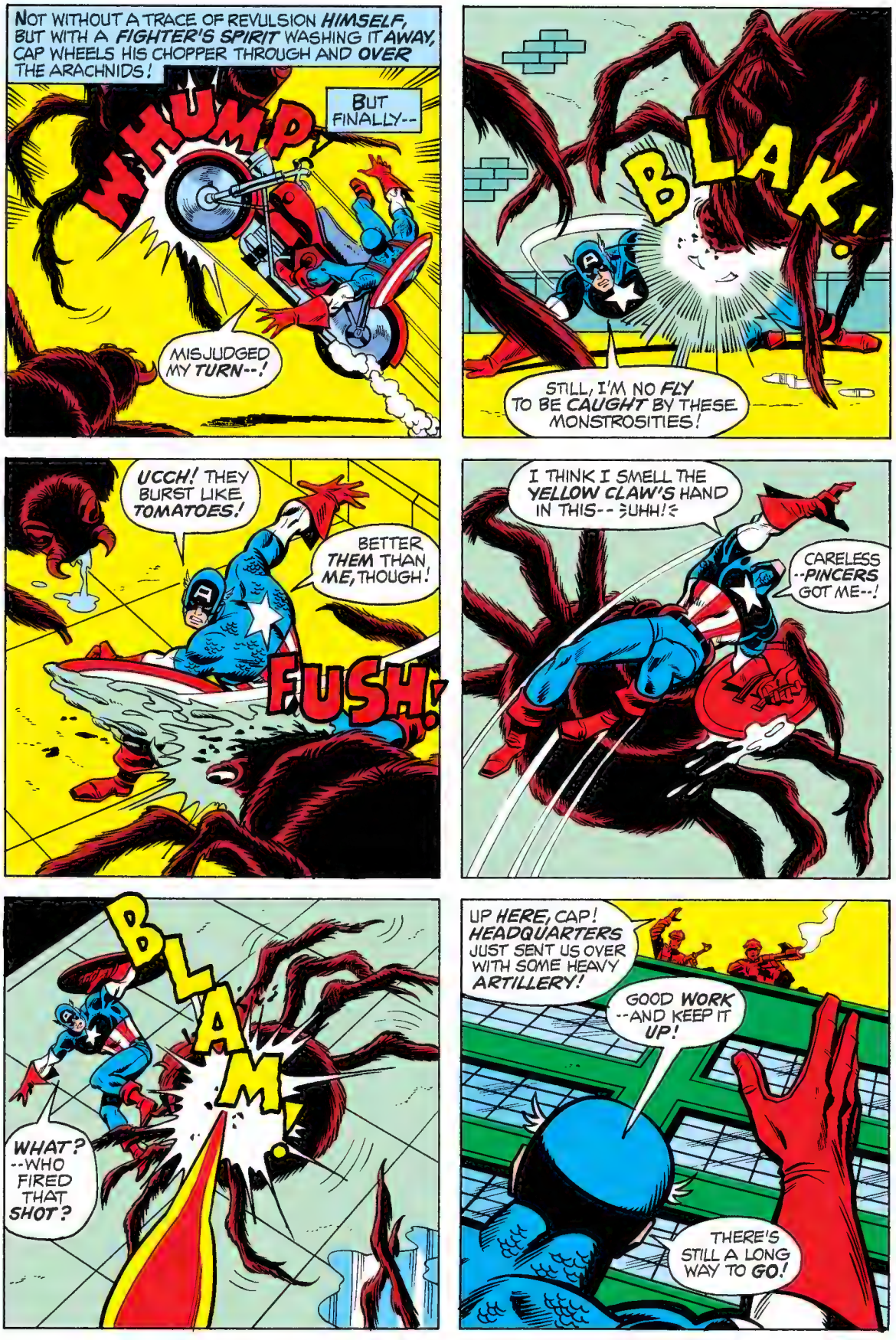

--HIS COMPANIONS ARE OVERRUN--
--AND DEFEATED!

PANIC THEN SLITHERS THROUGH THE MINDS OF ANY WHO ARE NEARBY--
--PANIC FED NOT ONLY BY WHAT THE MONSTERS CAN DO, BUT ALSO BY THE REVULSION THEIR VERY PRESENCE INSPIRES.


AND IT'S INTO THIS MAELSTROM OF FEAR THAT THE LINCOLN TUNNEL EMPTIES A FAMILIAR RED-WHITE-AND-BLUE CYCLIST!
SCREAMS--FROM UP AHEAD--


GOOD LORD! GIANT SPIDERS--COMING OUT OF THE SEWERS!
THE PEOPLE ARE TERRIFIED! I HAVE TO CALM THEM BEFORE THEY TRAMPLE EACH OTHER IN THEIR FLIGHT!
I'LL HAVE TO GIVE THEM A SYMBOL, JUST AS I'VE ALWAYS DONE!

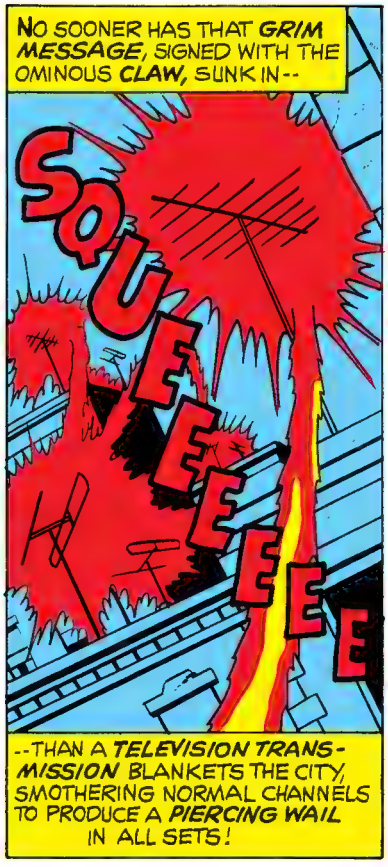

--TO SHOW THEM THAT EVIL CAN BE CONFRONTED--AND BEATEN!

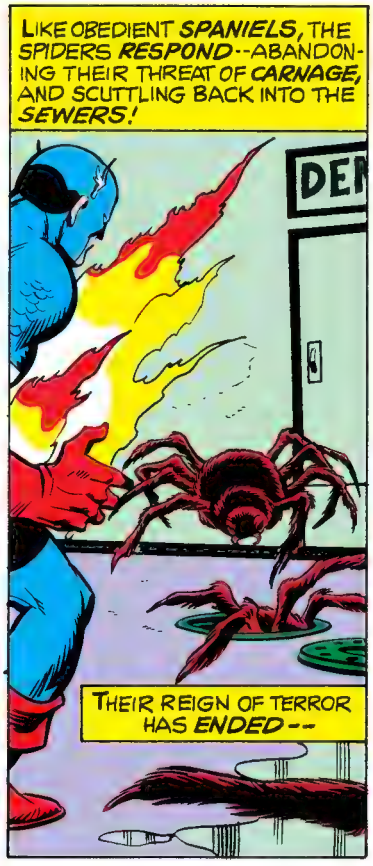

NOT WITHOUT A TRACE OF REVULSION HIMSELF, BUT WITH A FIGHTER'S SPIRIT WASHING IT AWAY, CAP WHEELS HIS CHOPPER THROUGH AND OVER THE ARACHNIDS!
WHUMP
BUT FINALLY--
MISJUDGED MY TURN--!
BLAK!
STILL, I'M NO FLY TO BE CAUGHT BY THESE MONSTROSITIES!
UCCH! THEY BURST LIKE TOMATOES!
BETTER THEM THAN ME, THOUGH!
FUSH!
I THINK I SMELL THE YELLOW CLAW'S HAND IN THIS-- }UHH!{
CARELESS --PINCERS GOT ME--!
BLAM!
WHAT? --WHO FIRED THAT SHOT?
UP HERE, CAP! HEADQUARTERS JUST SENT US OVER WITH SOME HEAVY ARTILLERY!
GOOD WORK --AND KEEP IT UP!
THERE'S STILL A LONG WAY TO GO!

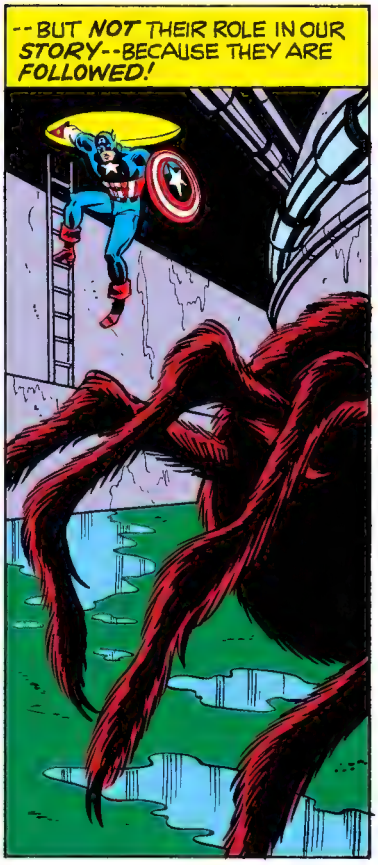
INDEED, AS CAP RETURNS HIS ATTENTION TO THE STREET--
--HE FINDS THAT THE SPIDERS RECOGNIZING THEIR COMMON FOE--
--HAVE SWARMED TO SURROUND HIM!

HE CROUCHES, COOLY GAUGING HIS PLAN OF ATTACK MOVES IN ADVANCE--WHICH CREATURE TO LEAP FOR FIRST, WHICH SECOND--HOW TO LAND, WHERE TO ROLL--
--WHEN SUDDENLY, HIS EYE REGISTERS MOTION IN THE SKY!

ONLY THE BEGINNING

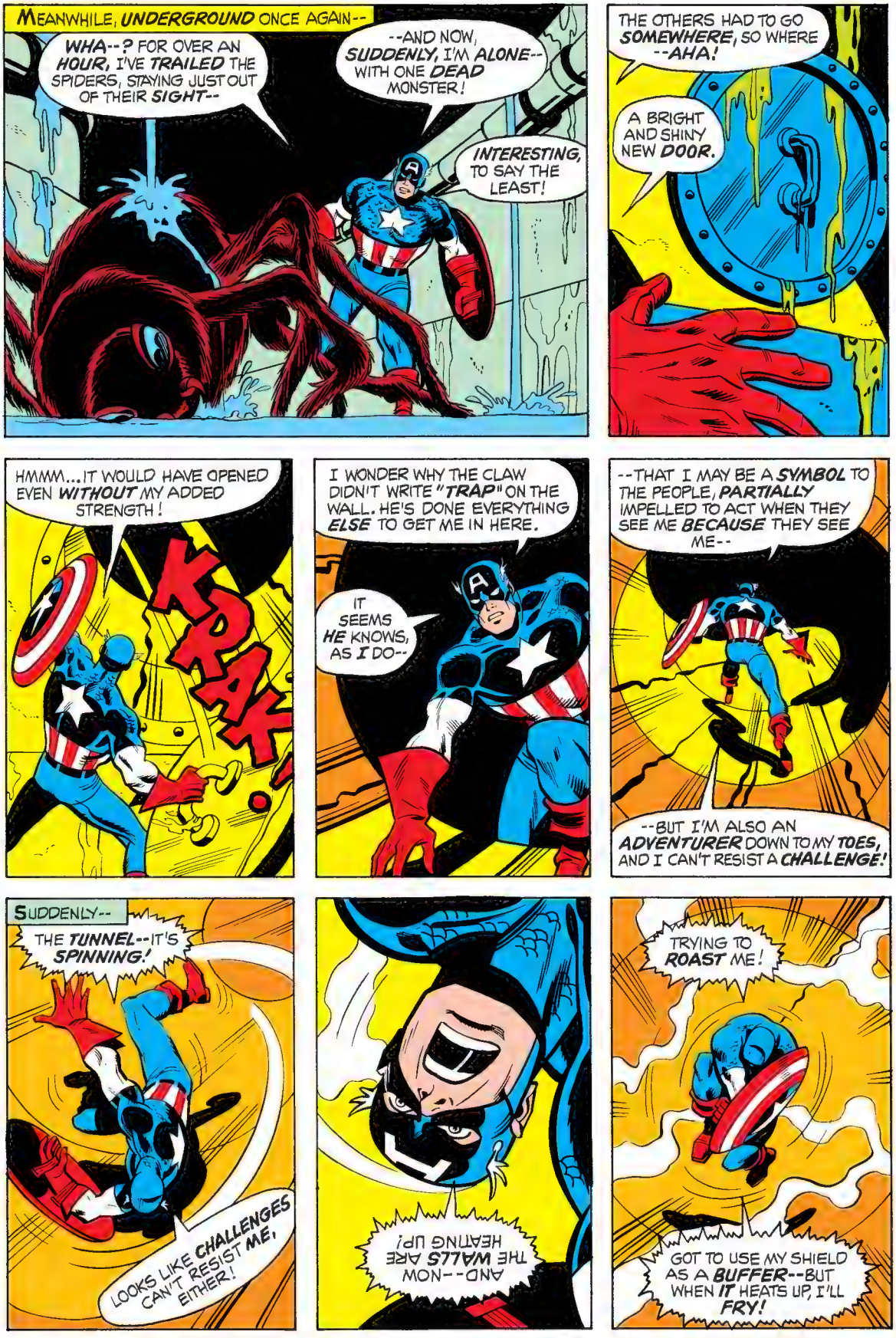

NO SOONER HAS THAT GRIM MESSAGE, SIGNED WITH THE OMINOUS CLAW, SUNK IN--
SQUEEEEEEE
--THAN A TELEVISION TRANSMISSION BLANKETS THE CITY, SMOTHERING NORMAL CHANNELS TO PRODUCE A PIERCING WAIL IN ALL SETS!


LIKE OBEDIENT SPANIELS, THE SPIDERS RESPOND--ABANDONING THEIR THREAT OF CARNAGE, AND SCUTTLING BACK INTO THE SEWERS!
THEIR REIGN OF TERROR HAS ENDED--


--BUT NOT THEIR ROLE IN OUR STORY--BECAUSE THEY ARE FOLLOWED!

WE, HOWEVER, WILL BE FOLLOWING ANOTHER THREAD IN OUR TALE'S TAPESTRY FOR THE NONCE-
--FOLLOWING IT UPTOWN--ACROSS 110TH STREET, AS IT WERE--AND ACROSS SIXTY MINUTES, AS WELL--
--TO THE LOUVERED COOLNESS OF AN APARTMENT PAID FOR BY A GIRL NAMED LEILA...
...A GIRL THE FALCON HAS COME FAR TO SEE...
WHOA, MAMA--I GUESS YOU DID MISS ME ALL THIS TIME!
I GUESS I DID, BABY.
AIN'T IT TIME TO TELL ME WHO'S BEHIND THE MASK, THOUGH?
WITH YOU STEPPIN' OUT TO DANGER--MAYBE NOT COMIN' BACK SOMEDAY...
YOU KNOW, I CAN'T TELL YOU, LADY.
EVEN NOW, WE DON'T KNOW EACH OTHER WELL ENOUGH.
BUT WAIT--THERE'S SOMETHING SPECIFIC ON YOUR MIND!
YOU'RE NOT TALKIN' ABOUT PAST DANGER!
NO...
I'VE HELD OFF TELLIN' YOU, TRYIN' TO KEEP EVERYTHIN' MELLOW...BUT THAT AIN'T GONNA CUT IT ANY MORE.
MORGAN PASSED THE WORD. HE WANTS TO SEE YOU.
MORGAN! THE BIG-TIME, BAD-MAN BOSS OF HARLEM!
I WAS WONDERIN' IF HE'D FORGOTTEN ME--'CAUSE I HAVEN'T FORGOTTEN HIM!
I'LL BE BACK, LEILA!
RIGHT ON: WITH ME! I'M STICKIN' WITH YOU, BABY!
OKAY COME ON.
WHATEVER MORGAN WANTS, IT AIN'T GOOD...
FALC--?
THIS PAPER THE DELIVERY TRUCK JUST DROPPED OFF--
IT SAYS GIANT SPIDERS ATTACKED MIDTOWN--
SPORTS
TRADE
--RELEASED BY THE YELLOW CLAW!
THAT'S WHAT HAPPENS WHEN YOU IGNORE THE WORLD: IT KEEPS MOVIN' ANYWAY!
MAYBE THE CLAW WON'T LET ME DEAL MYSELF OUT!
BUT CAP WAS THERE--AND HE HASN'T CALLED FOR A NEW DEAL!
SO WE'RE FLYIN' TO MORGAN'S!

WHICH THEY DO.
HAVE A SEAT, FALCON! HAVE A CIGAR!
NICE TO SEE YOU AGAIN!
BULL, FAT MAN!
TALK STRAIGHT, OR YOU'LL BE WATCHIN' ME LEAVE!
I DON'T MISS ANYTHING THAT GOES DOWN IN THIS TOWN --AND I UNDERSTAND YOU'D LIKE TO BE MORE SUPER, LIKE YOUR PARTNER!
ALL RIGHT, TOUGH GUY-- YOU'RE ENTITLED TO THAT!
WORK FOR ME-- AND IT'S YOURS. STRAIGHT ENOUGH?
COME ON, LEILA.
I WANT YOU, FALCON-- AND I GOT WAYS!
MAYBE THE MS. COULD USE A NEW FACE--OR ONE OR TWO FEWER FINGERS!
THAT SINKS IT, YOU GREASY PUNK! THAT'S THE LAST THREAT THAT'S EVER COMIN' OUTTA YOUR PUKIN' MOUTH!
NOW I'M GONNA--
BE COOL, FALCON.
VERY, VERY COOL, MY MAN.
I'M FED UP WITH YOU THROWIN' ME AROUND, TOUGH GUY! AND I'M FED UP WITH YOU TURNIN' DOWN MY OFFER!
YOU TWO CAN LEAVE THIS TIME-- BUT NEXT TIME YOU PLAY BALL--
--OR DIE!


MEANWHILE, UNDERGROUND ONCE AGAIN--
WHA--? FOR OVER AN HOUR, I'VE TRAILED THE SPIDERS, STAYING JUST OUT OF THEIR SIGHT--
--AND NOW, SUDDENLY, I'M ALONE-- WITH ONE DEAD MONSTER!
INTERESTING, TO SAY THE LEAST!
THE OTHERS HAD TO GO SOMEWHERE, SO WHERE --AHA!
A BRIGHT AND SHINY NEW DOOR.
HMMM...IT WOULD HAVE OPENED EVEN WITHOUT MY ADDED STRENGTH!
KRAK!
I WONDER WHY THE CLAW DIDN'T WRITE "TRAP" ON THE WALL. HE'S DONE EVERYTHING ELSE TO GET ME IN HERE.
IT SEEMS HE KNOWS, AS I DO--
--THAT I MAY BE A SYMBOL TO THE PEOPLE, PARTIALLY IMPELLED TO ACT WHEN THEY SEE ME BECAUSE THEY SEE ME--
--BUT I'M ALSO AN ADVENTURER DOWN TO MY TOES, AND I CAN'T RESIST A CHALLENGE!
SUDDENLY--
THE TUNNEL--IT'S SPINNING!
LOOKS LIKE CHALLENGES CAN'T RESIST ME, EITHER!
AND--NOW THE WALLS ARE HEATING UP!
TRYING TO ROAST ME!
GOT TO USE MY SHIELD AS A BUFFER--BUT WHEN IT HEATS UP, I'LL FRY!

YET, AS THE TEMPERATURE SOARS INTO IMPOSSIBLE REALMS--
--THE WHIRLING DEATH-TRAP ABRUPTLY TILTS--AND HURLS ITS GASPING OCCUPANT THROUGH A SECOND SUDDENLY OPENED PORTAL...
WELCOME, MOST HONORED OF MY AMERICAN FOES.
THAT VOICE! I'VE NEVER HEARD IT BEFORE-- AND YET, IT CAN ONLY BE THAT OF--
--ONE WHO IS MERELY YOUR HOST, DAZED ONE!
YOUR ...RATHER PLEASED HOST!
I HAVE BEEN AWAITING YOUR ARRIVAL, SINCE THE MOMENT YOU FIRST ENCOUNTERED THE SPIDERS!
YOU SEE, THOUGH I PROUDLY CLAIM OVER 150 YEARS OF LIFE--
POW!
--I AM ALWAYS GRATIFIED TO EXHIBIT THE KILLING STRENGTH MY EXOTIC STUDIES HAVE GIVEN ME!
YOUR EFFORTS IN MY TUNNEL OF FIRE HAVE EXHAUSTED YOU! YOU CANNOT DEFEND YOURSELF!
YET--IN ANY EVENT, YOUR PALE BODY IS HEALTHY AND STRONG!
IT WILL BE A WORTHY ACHIEVEMENT TO DESTROY YOU!

INTELLECTUALLY, YOU WILL HAVE TO AGREE!
WHAM!
TO REMOVE CAPTAIN AMERICA FROM THIS WORLD IS A FEAT WORTHY OF NONE BUT A MASTER!
OBVIOUSLY, MY INVINCIBLE ARMOR HAS NEARLY FINISHED YOU. DO YOU WISH TO RISE AND LET THE DESTRUCTION BE COMPLETE?
MISTER, YOU SAID I COULDN'T DEFEND MYSELF!
PLOW!
YOU WERE WRONG!
I'VE DEFENDED MYSELF FROM EVERYTHING IN MY TIME--AND I'LL KEEP ON DOING IT!
YOU DARE TO STRIKE THE YELLOW CLAW? YOU DARE?
FOR THAT YOU DIE!!
TOO LATE, CLAW--I'VE GOT MY WIND BACK--
FOOM!
--AND I DON'T NEED ANYTHING ELSE!

KA-TOW
HAD TO PUT EVERYTHING INTO THAT PUNCH! AGAINST HIS ARMOR, I NEEDED--
HIS HAND! IT'S SHIMMERING--
--CHANGING--
OH MY LORD!
I'VE BEEN FIGHTING NICK FURY!
IT WASN'T THE YELLOW CLAW!
INDEED YOU HAVE, CAPTAIN AMERICA --AND QUITE WELL, I MIGHT ADD.
I WATCHED IT ALL ON MY TELEVISION MONITORS--AT THE OTHER END OF THE SYSTEM WHICH NOW REVEALS ITSELF TO YOU!
THE POWERS OF MY MIND ARE OVERWHELMING, EVEN AT A DISTANCE!
YOU FOUGHT FURY, SEEING HIM AS ME--HE FOUGHT YOU, SEEING YOU AS ME! IT WAS A MASTERFUL SCHEME--A PERFECT PLAN--
--AND NOW CAPTAIN AMERICA HAS MURDERED THE DIRECTOR OF SHIELD!
NEXT
NIGHT OF THE LAUGHING MUMMY!

CAPT. AMERICA
MARVEL COMICS GROUP™
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CAPTAIN AMERICA™
AND
THE FALCON™
NO MATTER HOW HARD WE STRIKE--THESE THINGS--THEY KEEP ON COMING!
FACE IT, CAP--WE'RE WASTED!
NIGHT OF THE LURKING DEAD!

Stan Lee PRESENTS: CAPTAIN AMERICA, AND THE FALCON™

STEVE ENGLEHART SCRIPT | SAL BUSCEMA ARTIST | F. McLAUGHLIN INKER | ARTIE SIMEK, LETTERER DAVE HUNT, COLORIST | ROY THOMAS EDITOR

NIGHT OF THE LURKING DEAD!

NO ONE ATTACKS THE YELLOW CLAW WITH IMPUNITY!
UNDER THE INFLUENCE OF MY MIND-CONTROL, YOU THOUGHT THE HEAD OF SHIELD WAS MYSELF--AND IN THE ENSUING BATTLE--
--CAPTAIN AMERICA HAS KILLED NICK FURY!
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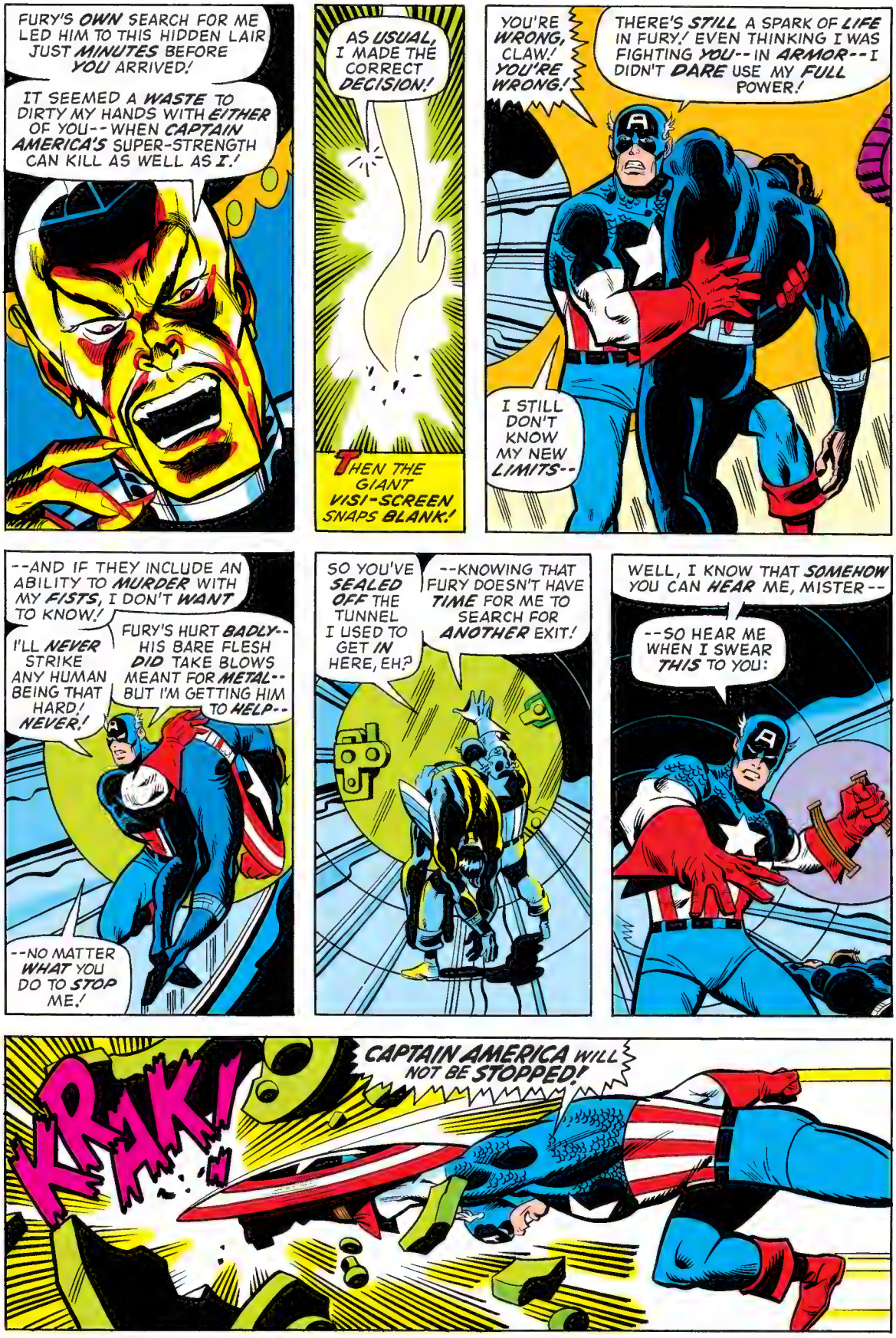
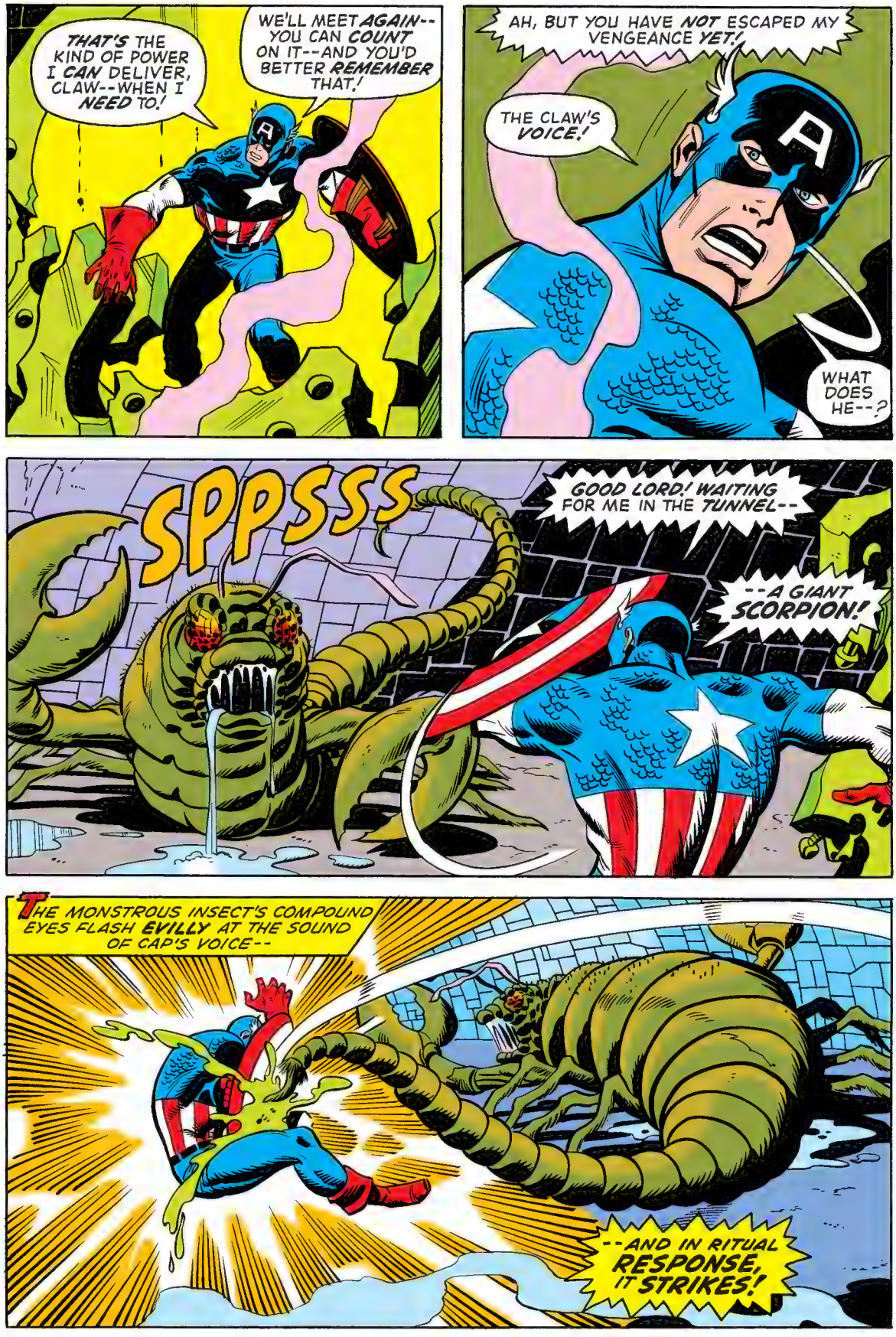
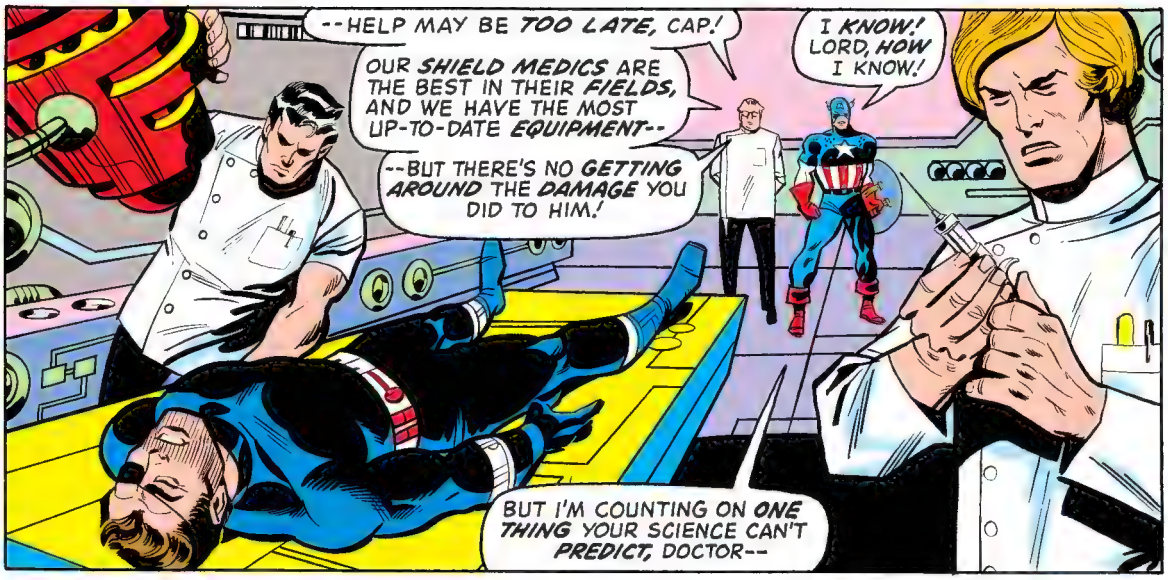
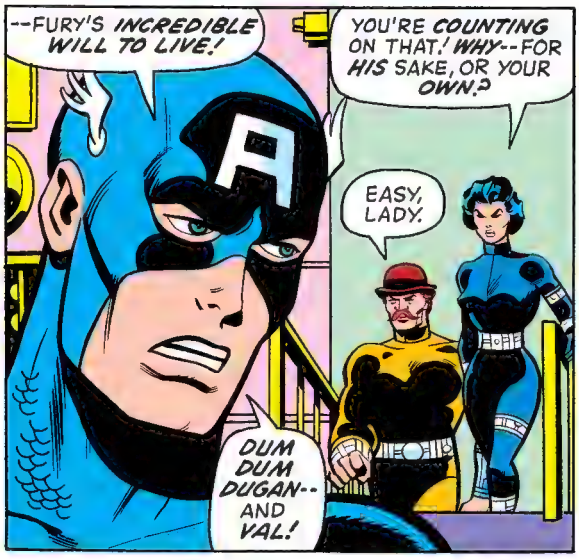

FURY'S OWN SEARCH FOR ME LED HIM TO THIS HIDDEN LAIR JUST MINUTES BEFORE YOU ARRIVED!
IT SEEMED A WASTE TO DIRTY MY HANDS WITH EITHER OF YOU--WHEN CAPTAIN AMERICA'S SUPER-STRENGTH CAN KILL AS WELL AS I.!
AS USUAL, I MADE THE CORRECT DECISION!
THEN THE GIANT VISI-SCREEN SNAPS BLANK!
YOU'RE WRONG, CLAW.! YOU'RE WRONG.!
THERE'S STILL A SPARK OF LIFE IN FURY.! EVEN THINKING I WAS FIGHTING YOU--IN ARMOR--I DIDN'T DARE USE MY FULL POWER.!
I STILL DON'T KNOW MY NEW LIMITS--
--AND IF THEY INCLUDE AN ABILITY TO MURDER WITH MY FISTS, I DON'T WANT TO KNOW.!
I'LL NEVER STRIKE ANY HUMAN BEING THAT HARD.! NEVER.!
FURY'S HURT BADLY--HIS BARE FLESH DID TAKE BLOWS MEANT FOR METAL--BUT I'M GETTING HIM TO HELP--
--NO MATTER WHAT YOU DO TO STOP ME.!
SO YOU'VE SEALED OFF THE TUNNEL I USED TO GET IN HERE, EH?
--KNOWING THAT FURY DOESN'T HAVE TIME FOR ME TO SEARCH FOR ANOTHER EXIT!
WELL, I KNOW THAT SOMEHOW YOU CAN HEAR ME, MISTER--
--SO HEAR ME WHEN I SWEAR THIS TO YOU:
KRAK!
CAPTAIN AMERICA WILL NOT BE STOPPED!

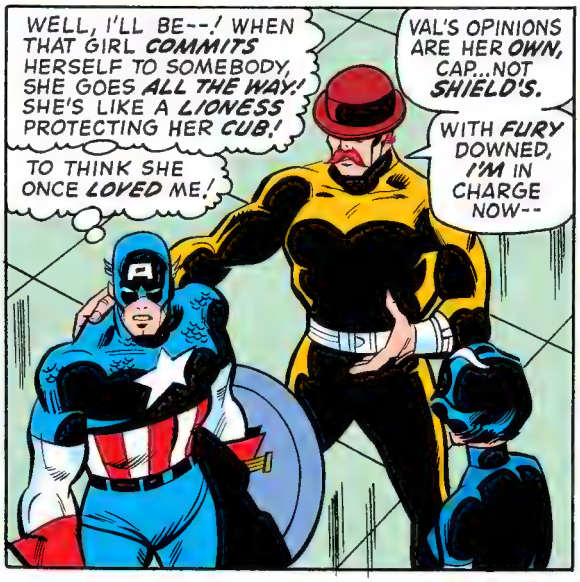

THAT'S THE KIND OF POWER I CAN DELIVER, CLAW--WHEN I NEED TO!
WE'LL MEET AGAIN-- YOU CAN COUNT ON IT--AND YOU'D BETTER REMEMBER THAT!
AH, BUT YOU HAVE NOT ESCAPED MY VENGEANCE YET!
THE CLAW'S VOICE!
WHAT DOES HE--?
SPPSSS
GOOD LORD! WAITING FOR ME IN THE TUNNEL--
--A GIANT SCORPION!
THE MONSTROUS INSECT'S COMPOUND EYES FLASH EVILLY AT THE SOUND OF CAP'S VOICE--
--AND IN RITUAL RESPONSE, IT STRIKES!

IN THE CLAUSTROPHOBIC CONFINES OF THE PASSAGE, THE ALREADY-HUGE HORROR SEEMS EVEN MORE ENORMOUS!
IT TOWERS OVER ITS FALLEN FOE--
--WHO LIES COVERED WITH ITS SEARING VENOM!
AND THEN, ONE OF ITS CRUSTED CLAWS CLICKS TIGHT AROUND HIM, SLICING HIS SIDE WITH ITS RAZOR-SHARP EDGES!
BUT NOT A SOUND DOES HE MAKE!
INSTEAD, IGNORING THE FRESH PAIN HIS TWISTING BRINGS, CAP LEANS HARD OVER--
--AND FIGHTS BACK!
SLUSH
FIRST GIANT SPIDERS*--NOW SCORPIONS! THE YELLOW CLAW SURE DESERVES HIS REPUTATION AS THE MASTER OF TERROR!
BUT THERE'S NO MORE TIME TO WASTE! I'VE GOT TO GET FURY TO--
*LAST ISH. --ROY.


--HELP MAY BE TOO LATE, CAP!
OUR SHIELD MEDICS ARE THE BEST IN THEIR FIELDS, AND WE HAVE THE MOST UP-TO-DATE EQUIPMENT--
--BUT THERE'S NO GETTING AROUND THE DAMAGE YOU DID TO HIM!
I KNOW! LORD, HOW I KNOW!
BUT I'M COUNTING ON ONE THING YOUR SCIENCE CAN'T PREDICT, DOCTOR--

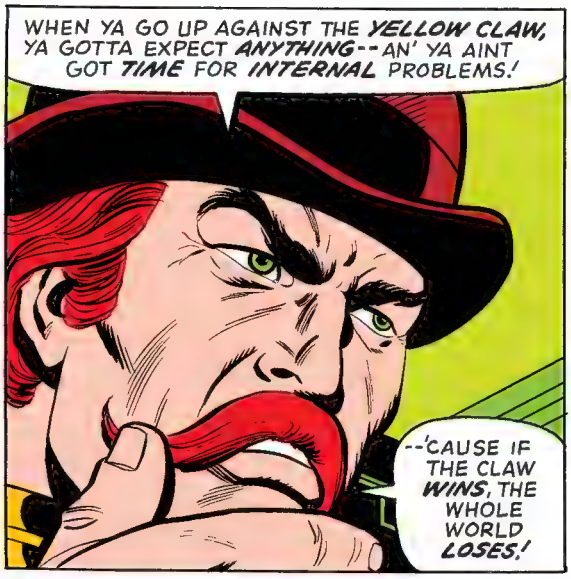

--FURY'S INCREDIBLE WILL TO LIVE!
YOU'RE COUNTING ON THAT! WHY--FOR HIS SAKE, OR YOUR OWN?
EASY, LADY.
DUM DUM DUGAN-- AND VAL!

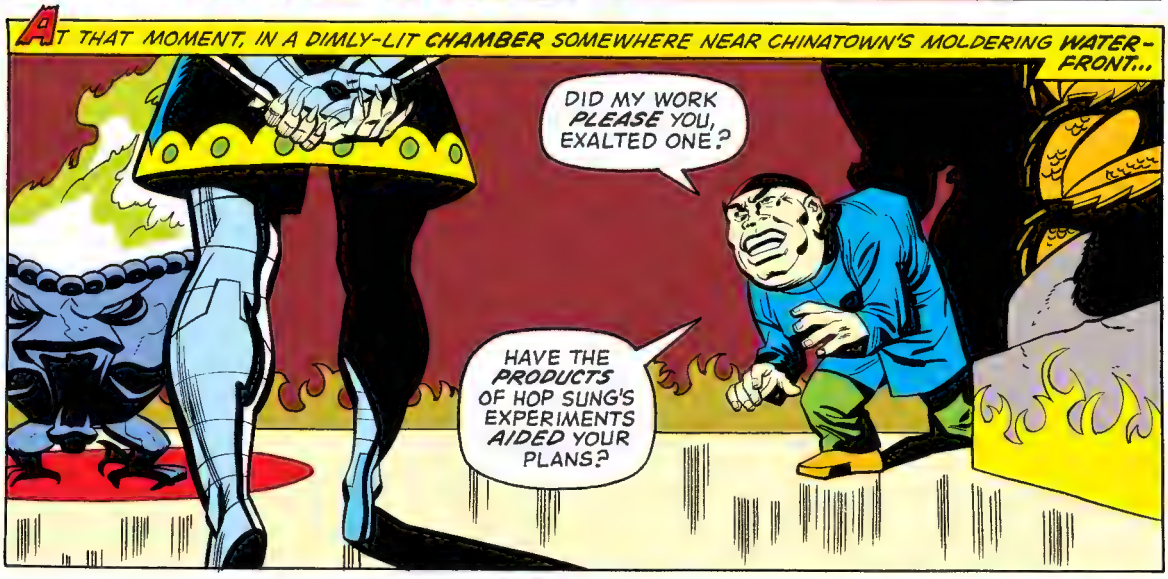
LA CONTESSA VALENTINA ALLEGRO DE FONTAINE TO YOU, CAPTAIN AMERICA!
I HAVEN'T FORGOTTEN HOW YOU BATTLED NICK ONCE BEFORE*--AND HE TOLD ME HOW YOU TWO ARGUED OVER YOUR PURSUIT OF THE CLAW!
I THINK YOU WANTED THIS!
*CA & F #153. --R.


WELL, I'LL BE--! WHEN THAT GIRL COMMITS HERSELF TO SOMEBODY, SHE GOES ALL THE WAY! SHE'S LIKE A LIONESS PROTECTING HER CUB!
TO THINK SHE ONCE LOVED ME!
VAL'S OPINIONS ARE HER OWN, CAP...NOT SHIELD'S.
WITH FURY DOWNED, I'M IN CHARGE NOW--

--AN' IT AINT HARD TO UNNERSTAND HOW THE CLAW TRICKED YA. WE BEEN ON HIS TRAIL, SEEIN' HIS WORK, FOR MONTHS!
EVEN SO--EVEN THOUGH I DIDN'T WANT FURY DEAD--I AM THE INSTRUMENT THAT HURT HIM!

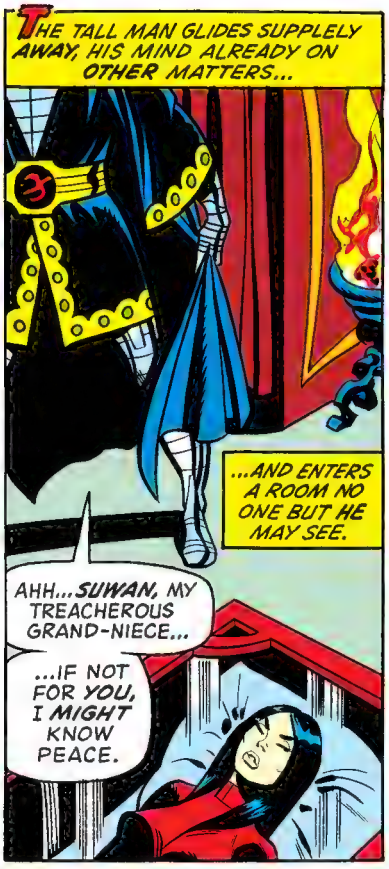
AND THE YELLOW CLAW'S THOUGHT CONTROL IS SO STRONG YOU FOUGHT NICK FOR SEVERAL MINUTES AND NEVER SUSPECTED WHO HE WAS?
YES, BLAST IT! DON'T FORGET THAT FURY THOUGHT I WAS THE CLAW, AND WAS BATTLING JUST AS HARD!
SO YOU SAY!
CUT IT, AGENT 14! THE MATTER'S CLOSED!


WHEN YA GO UP AGAINST THE YELLOW CLAW, YA GOTTA EXPECT ANYTHING--AN' YA AINT GOT TIME FOR INTERNAL PROBLEMS!
--'CAUSE IF THE CLAW WINS, THE WHOLE WORLD LOSES!


AT THAT MOMENT, IN A DIMLY-LIT CHAMBER SOMEWHERE NEAR CHINATOWN'S MOLDERING WATER-FRONT...
DID MY WORK PLEASE YOU, EXALTED ONE?
HAVE THE PRODUCTS OF HOP SUNG'S EXPERIMENTS AIDED YOUR PLANS?

IN THE MAIN, MY TINY SCIENTIST, YOUR PRODUCTS HAVE PERFORMED FLAWLESSLY.
THE GIANT SPIDERS YOU BRED CREATED THE NECESSARY PANIC TO ANNOUNCE MY RETURN TO AMERICA--
--THOUGH YOUR SCORPION FAILED IN ITS MISSION.
I AM ASHAMED, MASTER!

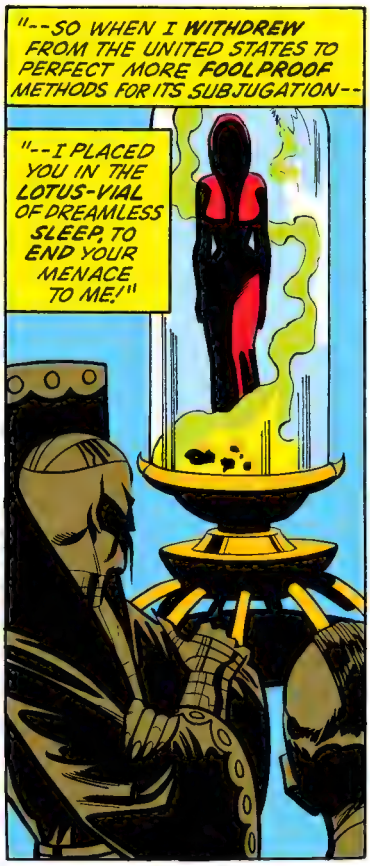
WORRY NOT, HOP SUNG. IN MY SEARCH FOR ALLIES,* YOU HAVE BEEN FOUND!
THANK YOU, MASTER! MAY YOUR DAYS KNOW ONLY PEACE!
*SEE ISH #164 FOR DETAILS. --ROY.

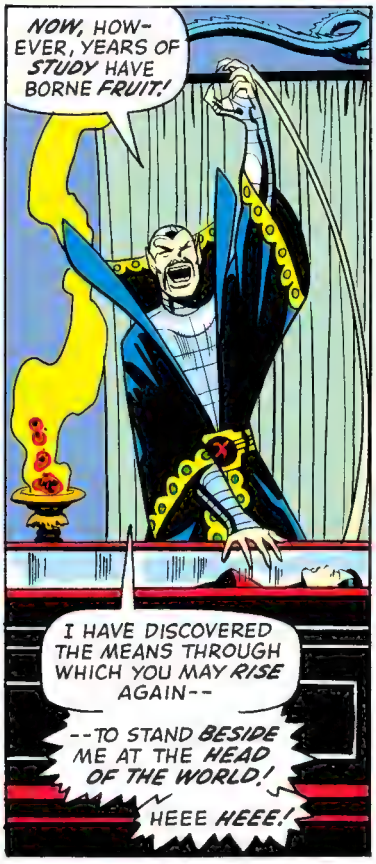

THE TALL MAN GLIDES SUPPLELY AWAY, HIS MIND ALREADY ON OTHER MATTERS...
...AND ENTERS A ROOM NO ONE BUT HE MAY SEE.
AHH... SUWAN, MY TREACHEROUS GRAND-NIECE...
...IF NOT FOR YOU, I MIGHT KNOW PEACE.

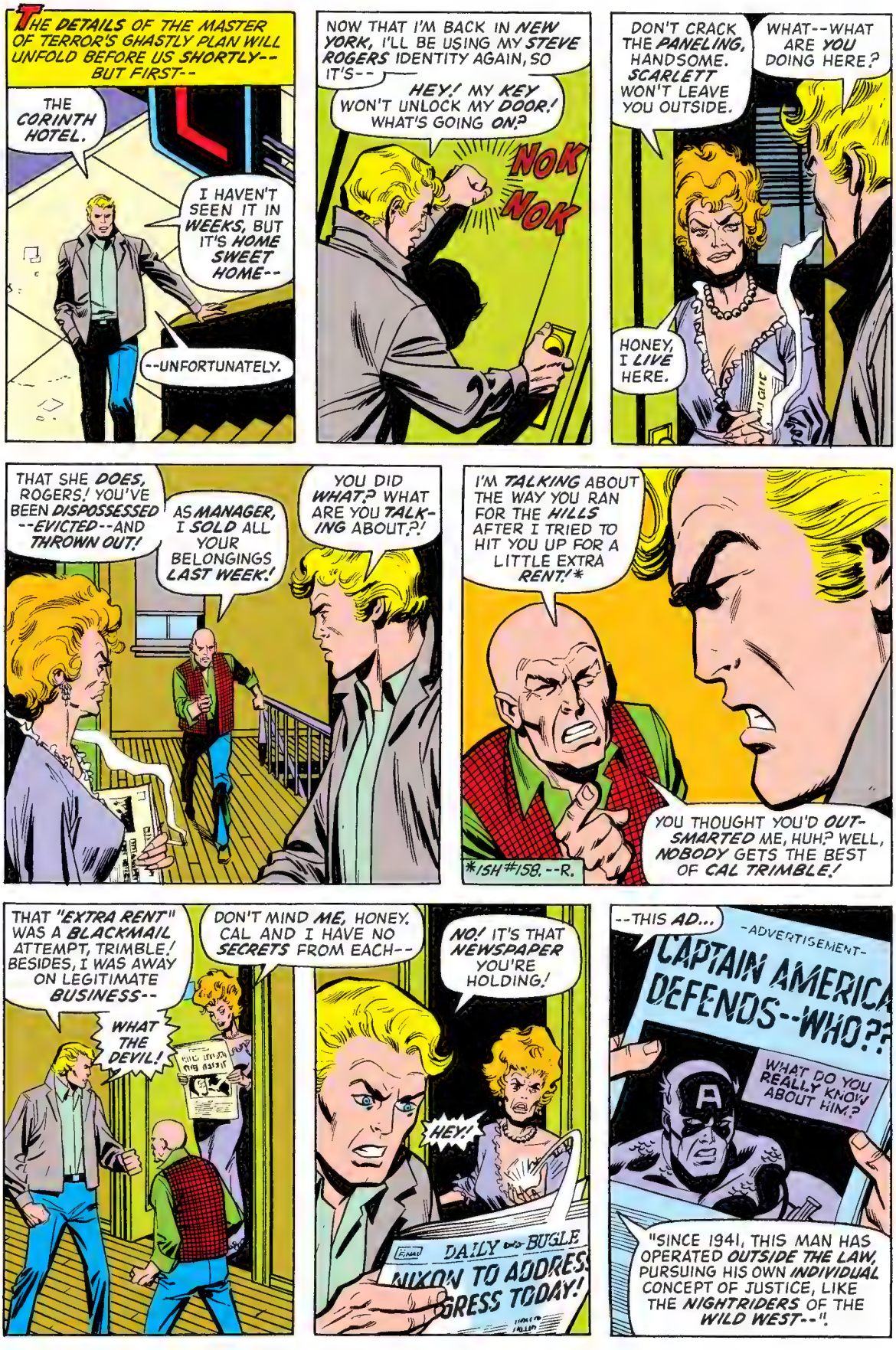
THE GODS HAVE BEEN UNKIND, DELIVERING INTO MY DYNASTY A GIRL-CHILD WHO WOULD TURN AGAINST ME!
WHAT HIGH HOPES I ONCE NURTURED FOR YOU--
--AND WHAT HIGH HOPES I ONCE AGAIN ENTERTAIN!

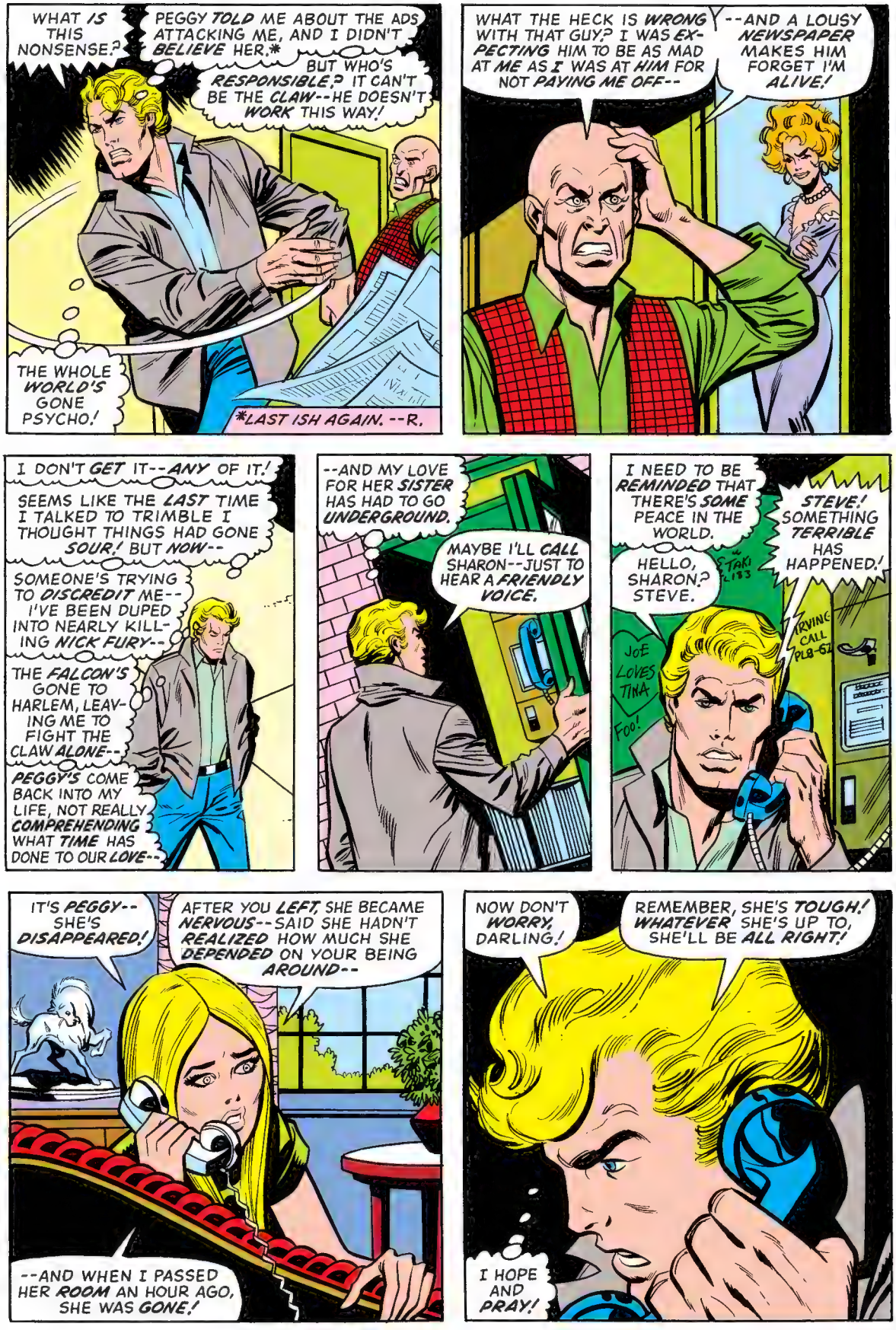
"IT SEEMS BUT MOMENTS AGO, INSTEAD OF YEARS--FOR SUCH IS TIME TO ONE AS I--THAT FRITZ VOLTZMANN AND I STRUCK FEAR INTO THE F.B.I. AS I ATTEMPTED THE CONQUEST OF AMERICA!*
*SEE YELLOW CLAW #1-4, 1956. --READ-IT-THEN ROY.

"YET EACH OF MY MASTERFUL SCHEMES MET WITH FINAL FAILURE--BECAUSE YOU WORKED FROM WITHIN TO AID MY ENEMIES!
"I COULD NOT KILL MY SOLE RELATIVE--


"--SO WHEN I WITHDREW FROM THE UNITED STATES TO PERFECT MORE FOOLPROOF METHODS FOR ITS SUBJUGATION--
"--I PLACED YOU IN THE LOTUS-VIAL OF DREAMLESS SLEEP, TO END YOUR MENACE TO ME!"


NOW, HOWEVER, YEARS OF STUDY HAVE BORNE FRUIT!
I HAVE DISCOVERED THE MEANS THROUGH WHICH YOU MAY RISE AGAIN--
--TO STAND BESIDE ME AT THE HEAD OF THE WORLD!
HEEE HEEE!


THE DETAILS OF THE MASTER OF TERROR'S GHASTLY PLAN WILL UNFOLD BEFORE US SHORTLY--BUT FIRST--
THE CORINTH HOTEL.
I HAVEN'T SEEN IT IN WEEKS, BUT IT'S HOME SWEET HOME--
--UNFORTUNATELY.
NOW THAT I'M BACK IN NEW YORK, I'LL BE USING MY STEVE ROGERS IDENTITY AGAIN, SO IT'S--
HEY! MY KEY WON'T UNLOCK MY DOOR! WHAT'S GOING ON?
NOK
NOK
DON'T CRACK THE PANELING, HANDSOME. SCARLETT WON'T LEAVE YOU OUTSIDE.
WHAT--WHAT ARE YOU DOING HERE?
HONEY, I LIVE HERE.
THAT SHE DOES, ROGERS! YOU'VE BEEN DISPOSSESSED --EVICTED--AND THROWN OUT!
AS MANAGER, I SOLD ALL YOUR BELONGINGS LAST WEEK!
YOU DID WHAT? WHAT ARE YOU TALKING ABOUT?!
I'M TALKING ABOUT THE WAY YOU RAN FOR THE HILLS AFTER I TRIED TO HIT YOU UP FOR A LITTLE EXTRA RENT!*
*ISH #158. --R.
YOU THOUGHT YOU'D OUTSMARTED ME, HUH? WELL, NOBODY GETS THE BEST OF CAL TRIMBLE!
THAT "EXTRA RENT" WAS A BLACKMAIL ATTEMPT, TRIMBLE! BESIDES, I WAS AWAY ON LEGITIMATE BUSINESS--
WHAT THE DEVIL!
DON'T MIND ME, HONEY. CAL AND I HAVE NO SECRETS FROM EACH--
NO! IT'S THAT NEWSPAPER YOU'RE HOLDING!
HEY!
DAILY BUGLE
NIXON TO ADDRESS GRESS TODAY!
--THIS AD...
-ADVERTISEMENT-
CAPTAIN AMERICA DEFENDS--WHO??
WHAT DO YOU REALLY KNOW ABOUT HIM?
"SINCE 1941, THIS MAN HAS OPERATED OUTSIDE THE LAW, PURSUING HIS OWN INDIVIDUAL CONCEPT OF JUSTICE, LIKE THE NIGHTRIDERS OF THE WILD WEST--"!

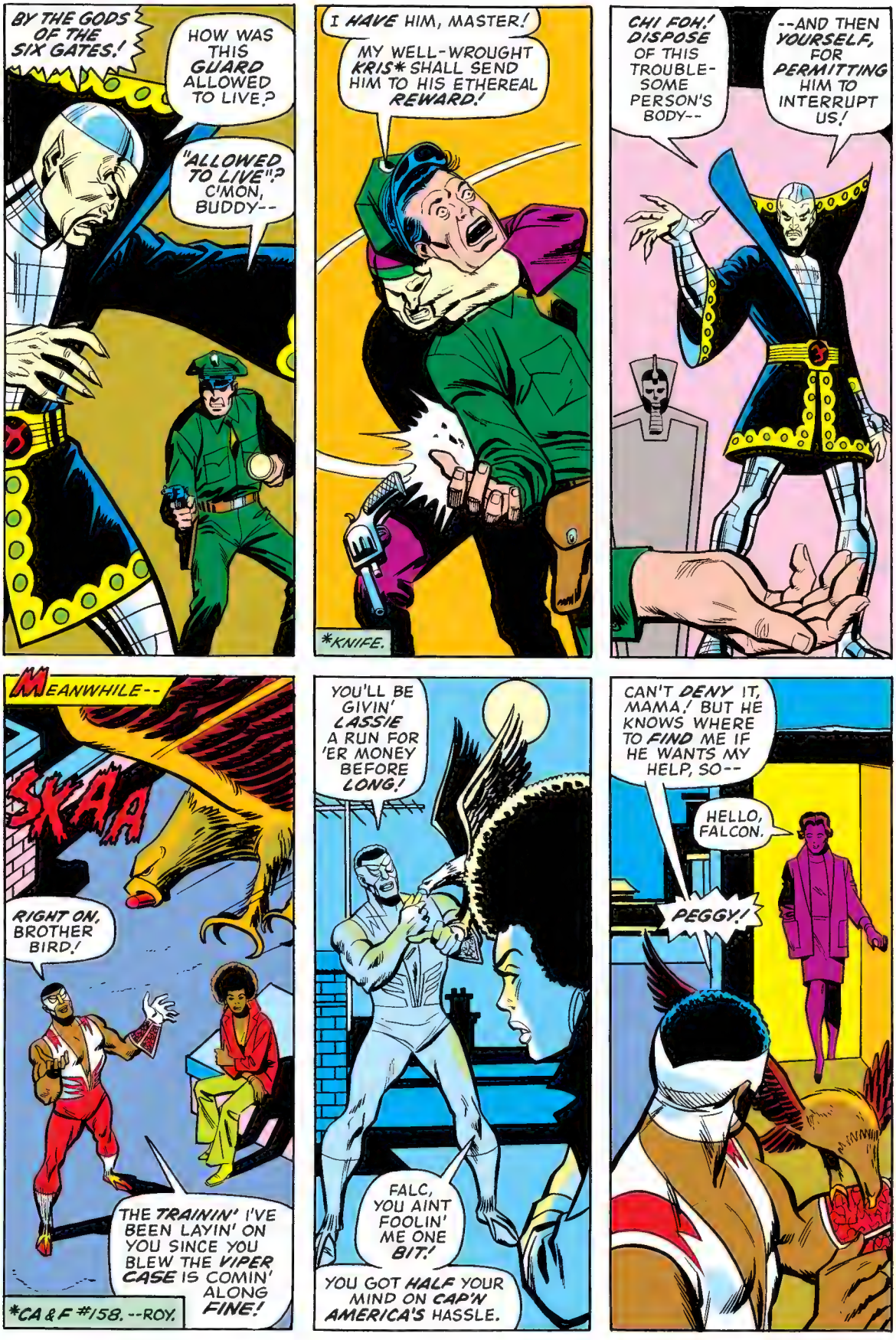

WHAT IS THIS NONSENSE?
PEGGY TOLD ME ABOUT THE ADS ATTACKING ME, AND I DIDN'T BELIEVE HER.*
BUT WHO'S RESPONSIBLE? IT CAN'T BE THE CLAW--HE DOESN'T WORK THIS WAY!
THE WHOLE WORLD'S GONE PSYCHO!
*LAST ISH AGAIN. --R.
WHAT THE HECK IS WRONG WITH THAT GUY? I WAS EXPECTING HIM TO BE AS MAD AT ME AS I WAS AT HIM FOR NOT PAYING ME OFF--
--AND A LOUSY NEWSPAPER MAKES HIM FORGET I'M ALIVE!
I DON'T GET IT--ANY OF IT!
SEEMS LIKE THE LAST TIME I TALKED TO TRIMBLE I THOUGHT THINGS HAD GONE SOUR! BUT NOW--
SOMEONE'S TRYING TO DISCREDIT ME--I'VE BEEN DUPED INTO NEARLY KILLING NICK FURY--
THE FALCON'S GONE TO HARLEM, LEAVING ME TO FIGHT THE CLAW ALONE--
PEGGY'S COME BACK INTO MY LIFE, NOT REALLY COMPREHENDING WHAT TIME HAS DONE TO OUR LOVE--
--AND MY LOVE FOR HER SISTER HAS HAD TO GO UNDERGROUND.
MAYBE I'LL CALL SHARON--JUST TO HEAR A FRIENDLY VOICE.
I NEED TO BE REMINDED THAT THERE'S SOME PEACE IN THE WORLD.
HELLO, SHARON? STEVE.
STEVE! SOMETHING TERRIBLE HAS HAPPENED!
JOE LOVES TINA
FOO!
IRVING CALL PLA-52
IT'S PEGGY--SHE'S DISAPPEARED!
AFTER YOU LEFT, SHE BECAME NERVOUS--SAID SHE HADN'T REALIZED HOW MUCH SHE DEPENDED ON YOUR BEING AROUND--
--AND WHEN I PASSED HER ROOM AN HOUR AGO, SHE WAS GONE!
NOW DON'T WORRY, DARLING!
REMEMBER, SHE'S TOUGH! WHATEVER SHE'S UP TO, SHE'LL BE ALL RIGHT!
I HOPE AND PRAY!

LET'S SEE NOW... HALFWAY THROUGH THE BOOK AND STILL NO SIGN OF THE OTHER STAR. LOOKS LIKE WE'LL HAVE TO RECTIFY THAT--RIGHT NOW!
THANKS FOR THE CASH, MY MAN!
JUST DON'T CALL THE COPS-- OR I'LL COME BACK AND FIRE MORE THAN WARNING SHOTS!
FRANK! LOOK OUT! IT'S--
THE FALCON, FRANKIE!
-UHHH!-
THEY SAID YOU'D CLEARED OUTTA HARLEM, BIRD-MAN!
"THEY" WERE WRONG, IT LOOKS LIKE!
NO SWEAT, BLONDIE! WE CAN CLEAR 'IM OUT-- PERMANENT!
WHAT IF I DON'T WANT TO GO, BLONDIE?
POW!
WHAM!

BUT AS THE FEARLESS FALCON FEELS THE IMPACT OF THAT KNOCKOUT BLOW RUSH UP HIS ARM, THE BACK OF HIS HEAD SUDDENLY EXPLODES IN GRAY AGONY!
CLUD!
TRYIN' TO KEEP FIGHTIN', HUH? I GOTTA ADMIRE YOUR SPIRIT, BABY--
--BUT I GOT YOU IN MY SIGHTS, MY FINGER'S SQUEEZIN' NICE 'N' EASY, AN' YOU AINT GOT A SNOWBALL'S CHANCE IN--
HEY!
WHA' HAPPENED TO MY GUN?
SKAAA
IT'S THE BLASTED BIRD, REDWING!
HE SWIPED MY PIECE RIGHT OUTTA MY HAND!
I'D BETTER--
OH NO!
OH YES!
SLAMM
REDWING GAVE ME ALL THE TIME I NEEDED!

THE THIRD THUG TOPPLES SLOWLY, AS IF HIS ENTIRE WILL WERE STRAINING TO KEEP HIM UPRIGHT AGAINST THE LEADEN GRAVITY PULLING AT HIS LEADEN LEGS-- BUT HE TOPPLES! AND AS HE CRASHES HEAVILY ATOP HIS FELLOW THIEVES, IMPROMTU CHEERS EXPLODE FROM THE THROATS OF THE ONLOOKERS!
MY MONEY! HE SAVED MY MONEY!
GREAT WORK, FALCON!
THEY SEEM TO LIKE YOU, BABY!
"THEY" CAN BE RIGHT SOMETIMES, LEILA!
OOO-EE! LISTEN TO HIM!
THIS IS MY TURF, HONEY! IT GIVES ME GOOD VIBES JUST TO BE HERE--
--AND CHEERS DON'T BRING ME DOWN, I'VE GOT TO ADMIT!
DAILY
LATE EDITION, BARRY!
I'M HAPPY TO DO-- WHAT'S THIS?
DAILY BUGLE
COL. NICK FURY HURT!
CAPT. AMERICA SAVES SHIELD
HEAD FROM YELLOW CLAW!
GET THAT LOOK OUTTA YOUR EYE, FALC! YOU JUST GOT DONE SAYIN' YOU WEREN'T GONNA MESS DOWNTOWN!
YEAH...THAT'S WHAT I SAID...

NIGHT FALLS SOFTLY THIS WARM SUMMER'S EVE...
...AS DO CAUTIOUS FOOTFALLS IN THE SHADOWS NEAR CENTRAL PARK.
MUSEUM OF NATURAL HISTORY
LOCKED DOORS SWING EASILY OPEN... ELECTRONIC WARNING DEVICES SCREAM SILENTLY INTO BROKEN WIRES...
NOTHING DISTURBS THE DEATHLY QUIET OF THE MUSEUM...
...OR THE INEXORABLE PROGRESS OF A SINISTER PROCESSION!
THE EGYPTOLOGY SECTION!
AND THERE, NEWLY ARRIVED FROM THE LAND OF THE PHARAOHS, LIES OUR GRIM GOAL--
--THE MUMMY OF PRINCESS FAN-LE-TAMEN!
MY AGENTS FAILED TO STEAL HER IN CAIRO-- BUT AT LAST I HAVE FOUND HER!
BRING MY EQUIP-MENT IN, AND ARRANGE IT FOR ME!
IT IS DONE, EXALTED ONE-- EXACTLY AS YOU SO PATIENTLY INSTRUCTED ME!
GOOD...GOOD! THE RITUAL PREPARATIONS FOR THE INCANTATION WILL LAST PRECISELY 56 MINUTES!
EVERYTHING MUST BE IN ITS PLACE TO PRECLUDE DELAY!
ONCE THE CEREMONIES ARE COMPLETED, THE WORLD SHALL BEHOLD THE DAWNING OF A NEW ERA!
HEY! WHAT KINDA FUNNY BUSINESS IS COMIN' OFF IN HERE?


BY THE GODS OF THE SIX GATES!
HOW WAS THIS GUARD ALLOWED TO LIVE?
"ALLOWED TO LIVE"!? C'MON, BUDDY--
I HAVE HIM, MASTER!
MY WELL-WROUGHT KRIS* SHALL SEND HIM TO HIS ETHEREAL REWARD!
*KNIFE.
CHI FOH! DISPOSE OF THIS TROUBLE-SOME PERSON'S BODY--
--AND THEN YOURSELF, FOR PERMITTING HIM TO INTERRUPT US!
MEANWHILE--
SKAA
RIGHT ON, BROTHER BIRD!
THE TRAININ' I'VE BEEN LAYIN' ON YOU SINCE YOU BLEW THE VIPER CASE IS COMIN' ALONG FINE!
*CA & F #158. --ROY.
YOU'LL BE GIVIN' LASSIE A RUN FOR 'ER MONEY BEFORE LONG!
FALC, YOU AINT FOOLIN' ME ONE BIT!
YOU GOT HALF YOUR MIND ON CAP'N AMERICA'S HASSLE.
CAN'T DENY IT, MAMA! BUT HE KNOWS WHERE TO FIND ME IF HE WANTS MY HELP, SO--
HELLO, FALCON.
PEGGY!

HOW DID YOU GET HERE,? I MEAN-- WHY AREN'T YOU IN VIRGINIA,?
I SAW YOUR ADDRESS ON THE LETTER YOUR FRIEND SENT YOU-- THE ONE FORWARDED TO OUR HOUSE.*
*#164.--PHAN. FOOT.

THIS WAS THE ONLY PLACE I KNEW TO GO IN NEW YORK.
I'VE COME TO FIND CAP. I CAN'T LIVE WITHOUT HIM.

UH... PEGGY... I DON'T KNOW WHAT TO TELL YOU. CAP--
SKREE
SOMETHIN' UP, REDWING,?

SKREE
LET'S HAVE A LOOK!
OH WONDERFUL. IT'S STEVE.

LISTEN, LADY, I'VE GOT SOME BUSINESS TO TAKE CARE OF.
YOU GO ON DOWN TO LEILA'S PLACE AND I'LL SEE YOU LATER!

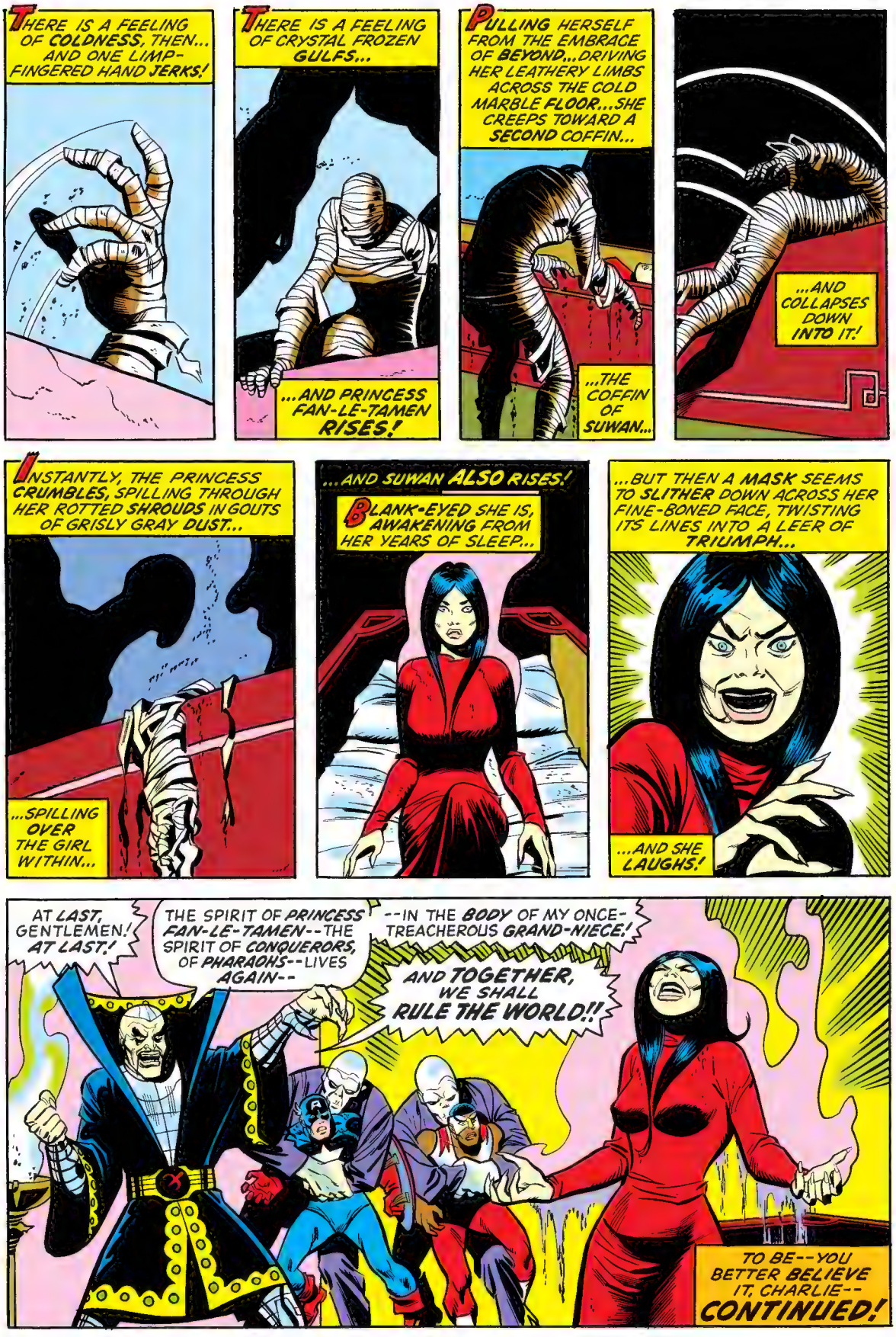
THEN, AFTER A HASTY INTERCEPTION--
THAT'S THE STORY, STEVE. SHE'S UP THERE NOW.
THAT'S JUST GREAT! AND I WAS COMING TO SEE IF I COULD STAY WITH YOU FOR THE TIME BEING.
NO PROBLEM, MAN. YOU CAN CRASH AT MY OFFICE.

THAT CLOWN TRIMBLE SOLD ALL MY THINGS OUT FROM UNDER ME! I CAN'T BELIEVE ANYBODY COULD STOOP THAT LOW!
HE'S NOT ONLY THROWN ME OUT IN THE STREET-- HE'S LEFT ME WITH NOTHING BUT THE CLOTHES ON MY BACK!
AND NOW PEGGY--
EASY, STEVE! IN HARLEM, WE BEEN PUTTIN' UP WITH LANDLORDS LIKE TRIMBLE SINCE FOREVER--

--AND PEGGY IS ALL RIGHT FOR NOW. DON'T LET IT GET TO YOU!
--REPORTS SAY THE YELLOW CLAW WAS SEEN NEAR THE MUSEUM OF NATURAL HISTORY! REPEATING THIS BULLETIN--
HOLD IT! WHAT'S THAT RADIO SAYIN'?
GUESS WHAT HAPPENS NEXT, TIGER!
I'M GLAD YOU AGREED TO JOIN ME ON THIS, FALC.
SO ARE THE COPS, I BET! MAKES IT EASIER FOR THEM TO GO ALONG WITH WAITIN' OUTSIDE LIKE YOU ASKED.
WELL, I SWORE TO GET THE CLAW, AND I INTEND TO LIVE UP TO THAT PLEDGE!
SSST
WHA--?
THE BRITTLE RUSTLE OF DECAYING BANDAGES--AN UNIMPRESSIVE SOUND IN ITSELF, BUT TRULY HAIR-RAISING WHEN IT COMES FROM--
MUMMIES! LIVING MUMMIES!
COME, BROTHERS...THE YELLOW CLAW...HAS RAISED US...IN PREPARING THE WAY...FOR OUR PRINCESS.
WE MUST...OBEY HIS COMMANDS...AND KILL!
KILL!
CAP--THEY'RE USING TELEPATHY! THEY GOTTA BE TALKIN' EGYPTIAN, BUT I UNDERSTAND 'EM--IN MY MIND!
LESS TALK--MORE ACTION, PARTNER! THEY'RE ON TOP OF US!

GOOD LORD! I SLICED IT IN HALF--
--BUT THE TORSO IS STILL ALIVE-- CHOKING ME!
DOG! HOW CAN YOU KILL WHAT HAS ALREADY DIED ONCE?
THAT'S A GOOD QUESTION, GAUZE-FACE--
--BUT I'LL KEEP TRYING UNTIL I GET IT RIGHT!
UHHH! SPENT TOO MUCH TIME-- LOOKIN'--
--IT'S GRINDIN' MY RIBS TO POWDER--
--BUT--
THAT MEDIEVAL KNIGHT CAN GIVE ME MY OWN VERSION OF CAP'S SHIELD!
SIR FALC-A-LOT, AT YOUR SERVICE!
DUST! THEY'RE ALL DUST INSIDE!
SO I'M FINDING OUT MYSELF, FALC!
THE CLAW'S GOT AHOLD OF SOMETHING REALLY HORRIBLE THIS TIME!

THIS TIME--EVERY TIME! WHENEVER I HEAR ABOUT 'IM, HE'S INTO SOMETHIN WEIRDER THAN THE TIME BEFORE!
HE MAKES THE MANDARIN LOOK LIKE A CUB SCOUT LEADER!
EASY ON THE CUB SCOUTS, PARTNER--
--I'VE FACED MANDY, AND HE WAS NO FUN, EITHER!
BUT I KNOW WHAT YOU MEAN.
CAP! VOICES AHEAD!
THERE'S OUR MAN, ALL RIGHT. HE MUST THINK THE MUMMIES TOOK CARE OF US. BUT WHAT'S THAT HE'S SAYING--?
--GREAT OSIRIS, NOBLE SET, LAY ASIDE YOUR BLOODY FEUD--
--HEED THE PLEA OF ONE WHO--
WHAT?
CAPTAIN AMERICA AND THE FALCON!
HUH? TRAPPED LIKE AMATEURS!
BUT--THEY MADE NO SOUND! THEY'RE GIANTS--BUT THEY MADE NO SOUND APPROACHING US!
CAN'T--BREAK FREE! LIKE--BEING CAUGHT IN A VICE!
SHOULD HAVE--LISTENED TO YOU, FALC! THERE'S--NO END--TO THE CLAW'S HORRORS!
OF COURSE NOT, DOG! THE YELLOW CLAW KNOWS SECRETS THE ANCIENTS DESTROYED THEMSELVES FOR SUSPECTING!
I CAN RAISE THE DEAD--AND I CAN DO MORE!
WATCH--AND LEARN!
--HEED THE PLEA OF ONE WHO SEEKS! LOOSE THE SPIRIT FROM ITS CRUMBLING FLESH!
THE INCANTATION --IS COMPLETE!


THERE IS A FEELING OF COLDNESS, THEN... AND ONE LIMP-FINGERED HAND JERKS!
THERE IS A FEELING OF CRYSTAL FROZEN GULFS...
...AND PRINCESS FAN-LE-TAMEN RISES!
PULLING HERSELF FROM THE EMBRACE OF BEYOND...DRIVING HER LEATHERY LIMBS ACROSS THE COLD MARBLE FLOOR...SHE CREEPS TOWARD A SECOND COFFIN...
...THE COFFIN OF SUWAN...
...AND COLLAPSES DOWN INTO IT!
INSTANTLY, THE PRINCESS CRUMBLES, SPILLING THROUGH HER ROTTED SHROUDS IN GOUTS OF GRISLY GRAY DUST...
...SPILLING OVER THE GIRL WITHIN...
...AND SUWAN ALSO RISES!
BLANK-EYED SHE IS, AWAKENING FROM HER YEARS OF SLEEP...
...BUT THEN A MASK SEEMS TO SLITHER DOWN ACROSS HER FINE-BONED FACE, TWISTING ITS LINES INTO A LEER OF TRIUMPH...
...AND SHE LAUGHS!
AT LAST, GENTLEMEN! AT LAST!
THE SPIRIT OF PRINCESS FAN-LE-TAMEN--THE SPIRIT OF CONQUERORS, OF PHARAOHS--LIVES AGAIN--
--IN THE BODY OF MY ONCE-TREACHEROUS GRAND-NIECE!
AND TOGETHER, WE SHALL RULE THE WORLD!!
TO BE--YOU BETTER BELIEVE IT, CHARLIE--
CONTINUED!

CAPT. AMERICA
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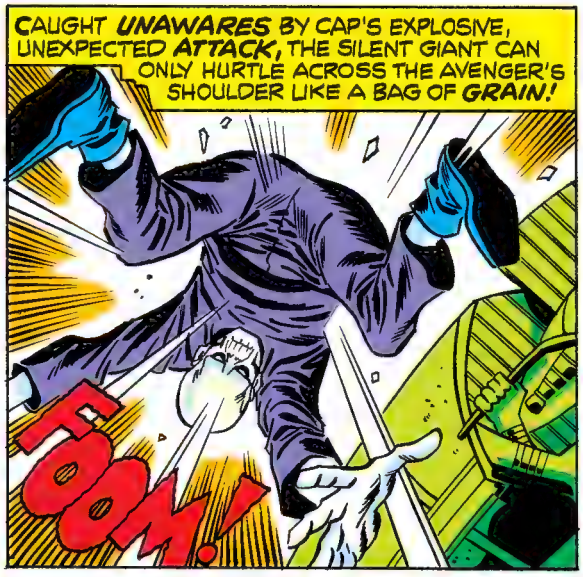
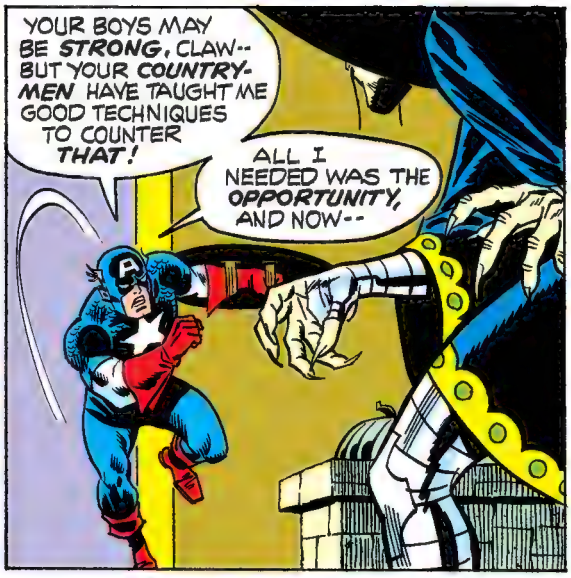
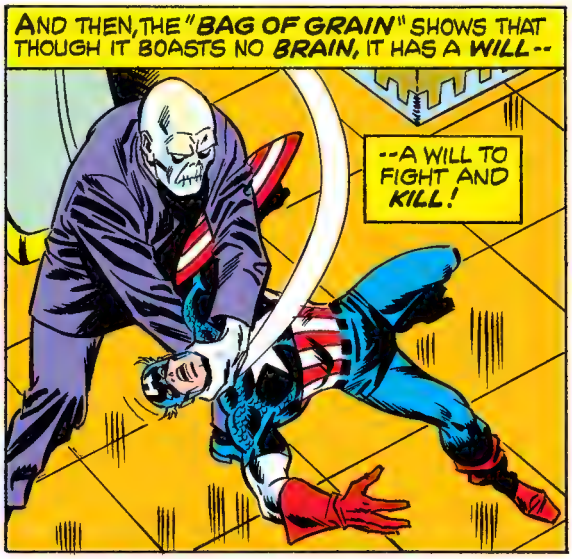
CAPTAIN AMERICA™
AND
THE FALCON™
THIS IS IT!!
THE FINAL, FATAL
SHOWDOWN
WITH THE
YELLOW CLAW!

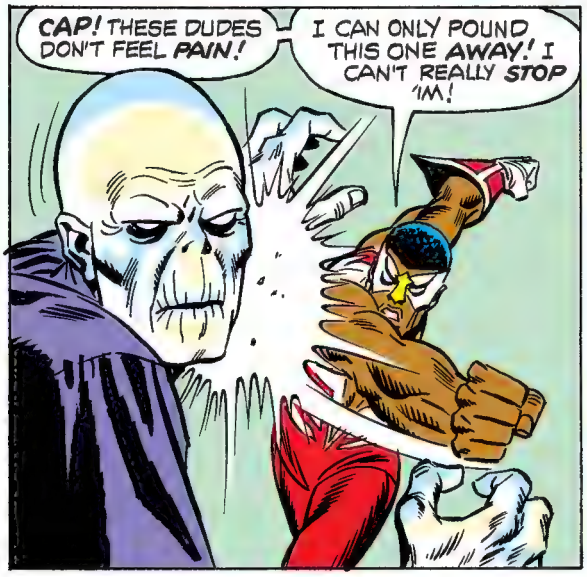
Stan Lee PRESENTS: CAPTAIN AMERICA AND THE FALCON™
ASHES TO ASHES
HIT 'EM, FALC! THIS IS OUR CHANCE!
CAPTURED BY THE SLAVES OF THE YELLOW CLAW, CAPTAIN AMERICA AND THE FALCON ARE FORCED TO WATCH AS THE MASTER OF EVIL RESURRECTS THE MUMMY OF AN EGYPTIAN PRINCESS AND INFUSES HIS GRANDNIECE SUWAN WITH THE MUMMY'S LUST FOR CONQUEST!
BUT NOW THE TABLES ARE TURNING!
1510
THE THRILLING FINALE TO THE YELLOW CLAW SAGA, PRESENTED WITH PARDONABLE PRIDE BY STEVE ENGLEHART, AUTHOR and SAL BUSCEMA, ARTIST.
Assisted by...
FRANK GIACOIA INKER | CHARLOTTE JETTER, LETTERER | DAVE HUNT, COLORIST | ROY THOMAS, Editor


CAUGHT UNAWARES BY CAP'S EXPLOSIVE, UNEXPECTED ATTACK, THE SILENT GIANT CAN ONLY HURTLE ACROSS THE AVENGER'S SHOULDER LIKE A BAG OF GRAIN!
FOOM!


YOUR BOYS MAY BE STRONG, CLAW-- BUT YOUR COUNTRY-MEN HAVE TAUGHT ME GOOD TECHNIQUES TO COUNTER THAT!
ALL I NEEDED WAS THE OPPORTUNITY, AND NOW--

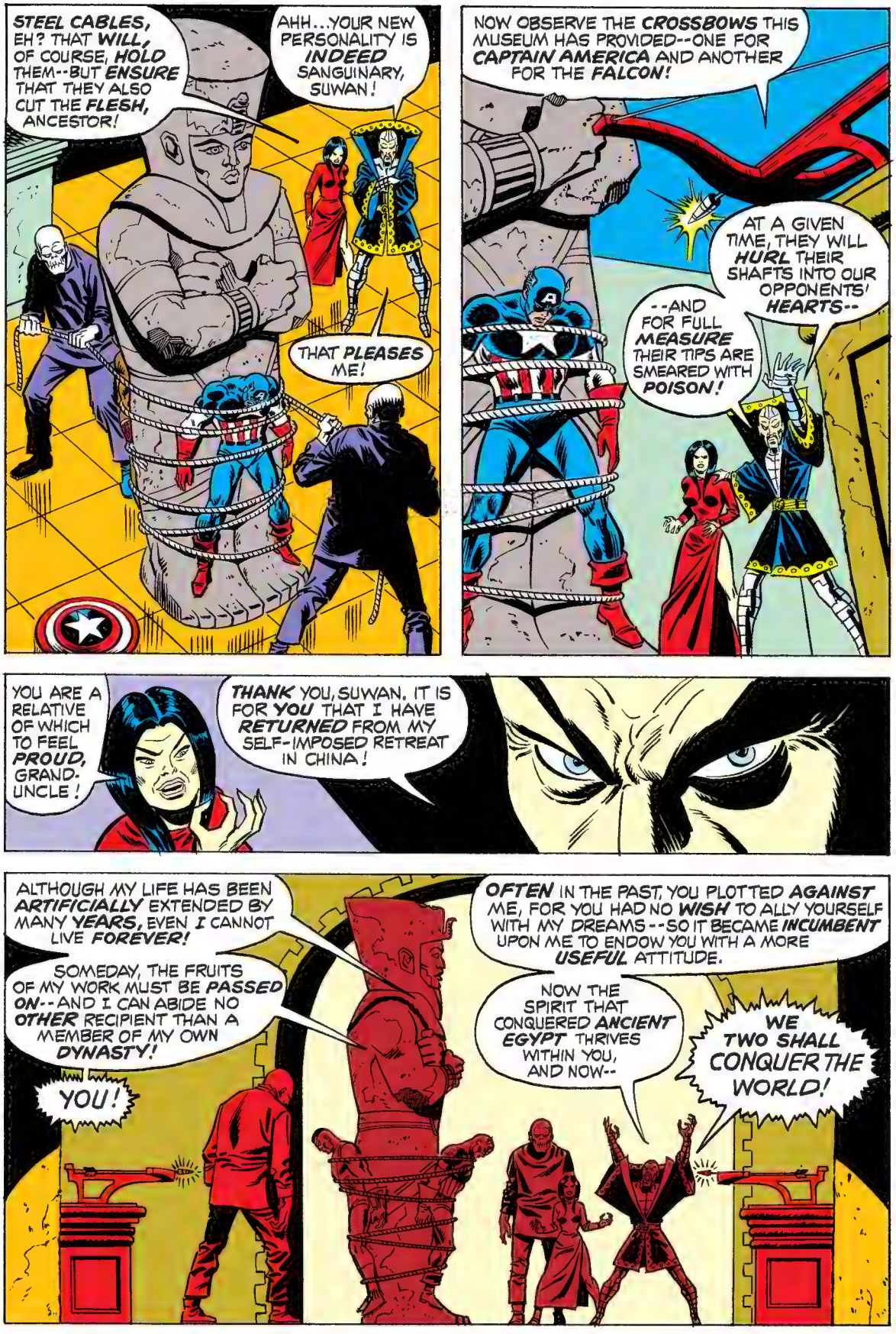
NOW, YOU PALE DOG, YOU WILL TRULY FEEL THE ARMOR YOU ONLY BELIEVED YOU FELT IN THE PAST!*
*CA&F #165.-- ROY.

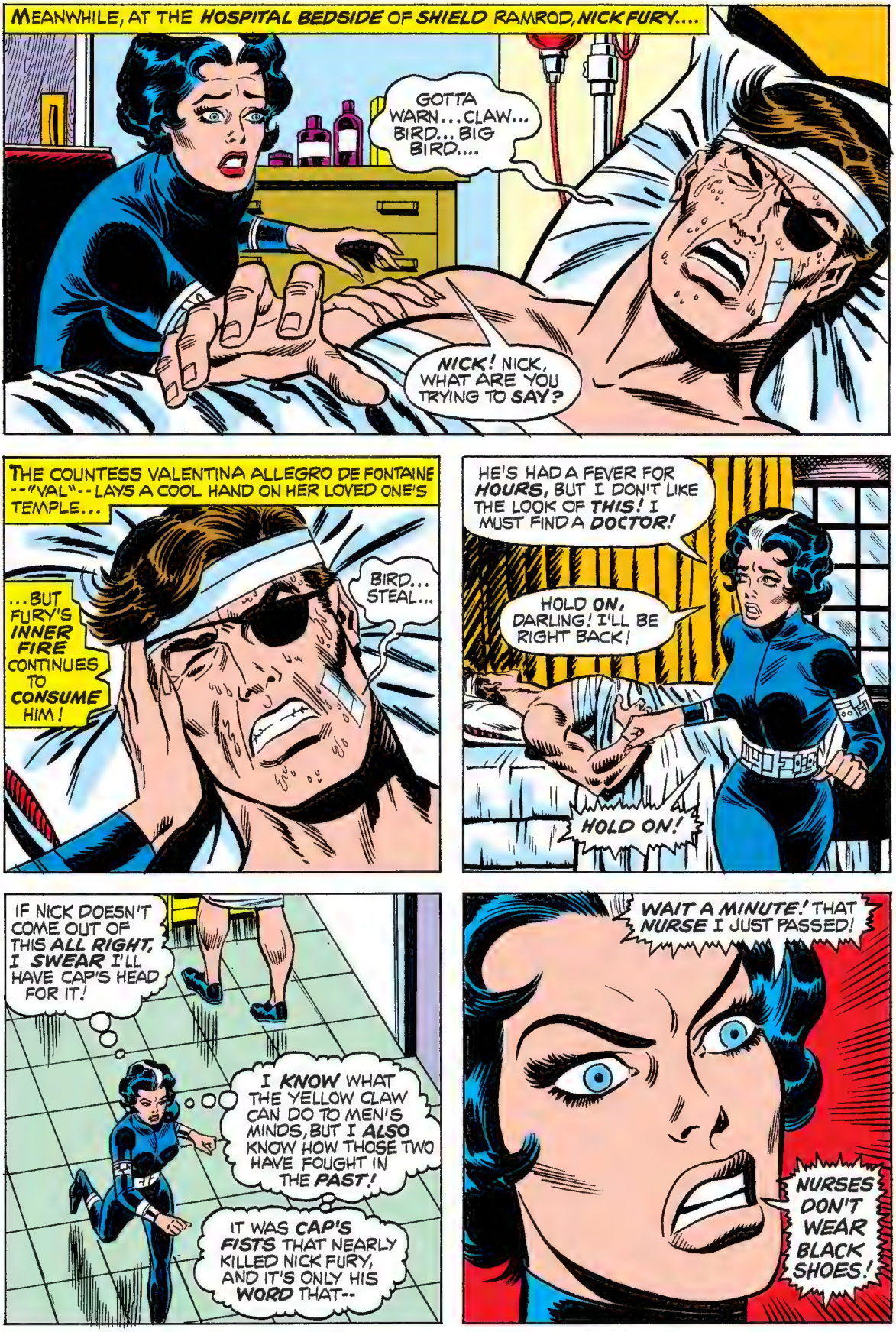

AND THEN, THE "BAG OF GRAIN" SHOWS THAT THOUGH IT BOASTS NO BRAIN, IT HAS A WILL--
--A WILL TO FIGHT AND KILL!

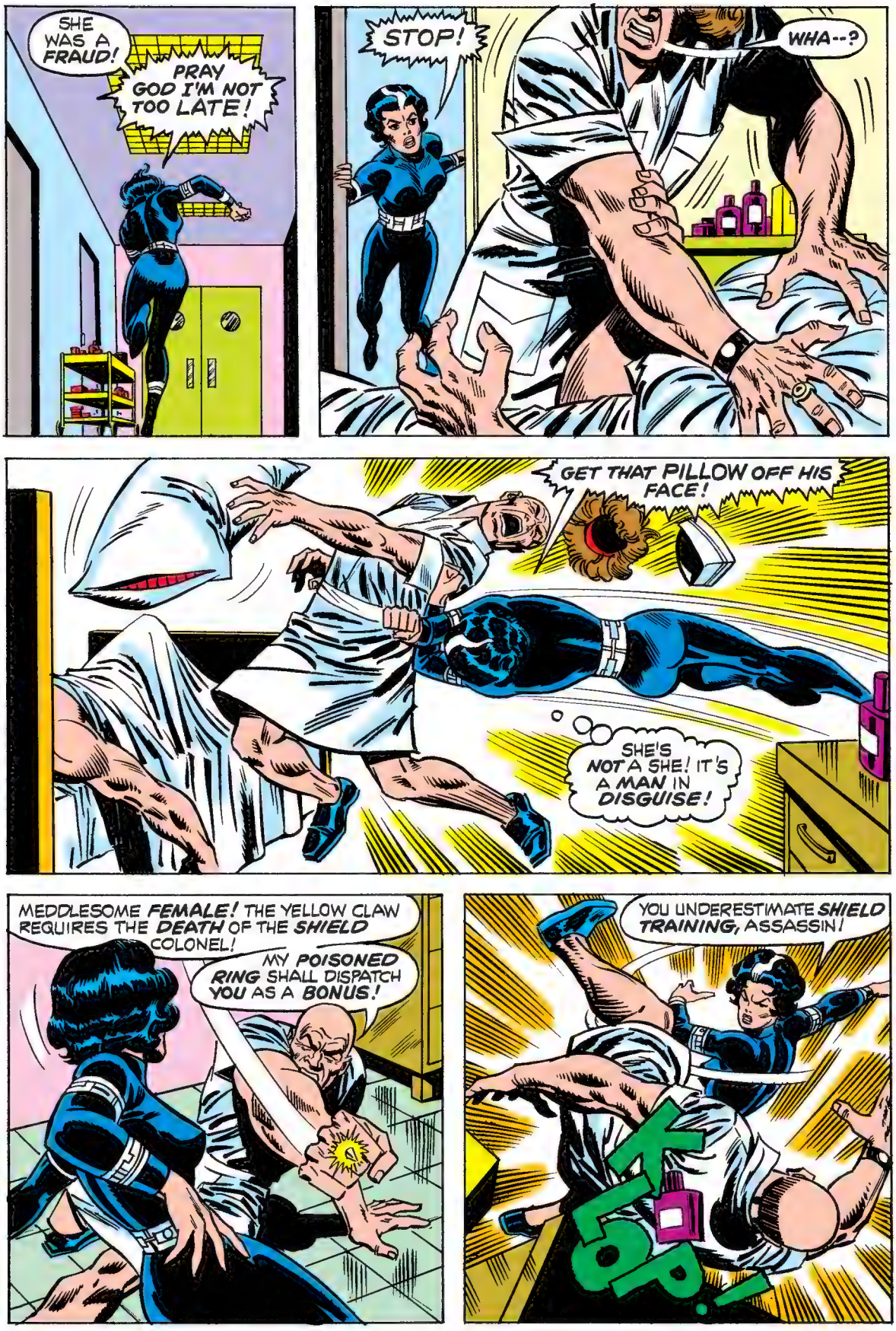

CAP! THESE DUDES DON'T FEEL PAIN!
I CAN ONLY POUND THIS ONE AWAY! I CAN'T REALLY STOP 'IM!

WHY IS IT YOU ONLY HAVE BAD NEWS TO TELL ME DURING FIGHTS, FALC?

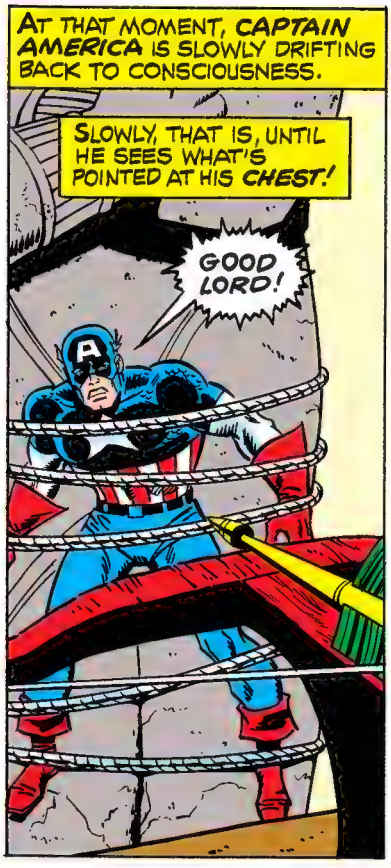
THERE IS NO OTHER POSSIBLE NEWS, CAPTAIN AMERICA! I HAVE CAREFULLY SELECTED MY FORCES TO BE INVINCIBLE!
THE SCHEME FOR WHICH I RESTORED MY GRAND NIECE TO CONSCIOUSNESS IS TOO IMPORTANT FOR FAILURE!
FWOP!
THE DEADLY SOUND OF THE FALCON'S DOWN-FALL SPINS CAP AROUND, AS HE REALIZES HE NOW HAS TWO FOES TO FIGHT AND NEEDS TO KNOW WHERE THE SECOND ONE STANDS--
--YET IT ONLY TAKES THAT SECOND FOR HIM TO LEARN HIS ENEMIES MAY BE MINDLESS, BUT NOT NECESSARILY SLOW!
CRUMP!
EXCELLENT! THEIR RESISTANCE WAS FUTILE AND QUITE ANNOYING!
GATHER THEM, SLAVES, FOR I HAVE FORMULATED A MOST PERFECT MANNER OF TERMINATING THEIR EXISTENCE!

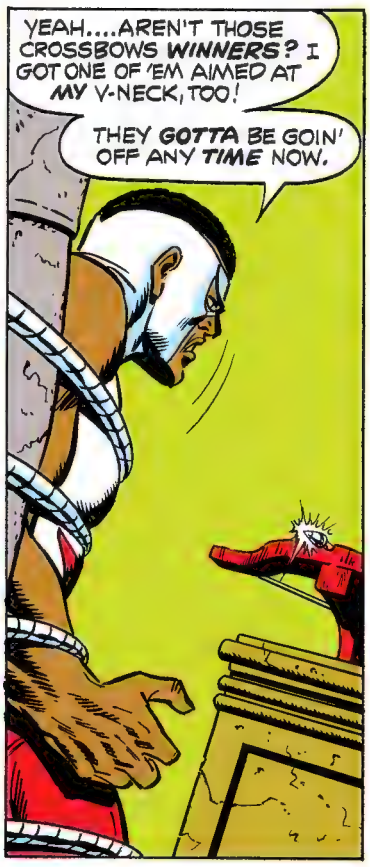

STEEL CABLES, EH? THAT WILL, OF COURSE, HOLD THEM--BUT ENSURE THAT THEY ALSO CUT THE FLESH, ANCESTOR!
AHH...YOUR NEW PERSONALITY IS INDEED SANGUINARY, SUWAN!
THAT PLEASES ME!
NOW OBSERVE THE CROSSBOWS THIS MUSEUM HAS PROVIDED--ONE FOR CAPTAIN AMERICA AND ANOTHER FOR THE FALCON!
AT A GIVEN TIME, THEY WILL HURL THEIR SHAFTS INTO OUR OPPONENTS' HEARTS--
--AND FOR FULL MEASURE THEIR TIPS ARE SMEARED WITH POISON!
YOU ARE A RELATIVE OF WHICH TO FEEL PROUD, GRAND-UNCLE!
THANK YOU, SUWAN. IT IS FOR YOU THAT I HAVE RETURNED FROM MY SELF-IMPOSED RETREAT IN CHINA!
ALTHOUGH MY LIFE HAS BEEN ARTIFICIALLY EXTENDED BY MANY YEARS, EVEN I CANNOT LIVE FOREVER!
SOMEDAY, THE FRUITS OF MY WORK MUST BE PASSED ON--AND I CAN ABIDE NO OTHER RECIPIENT THAN A MEMBER OF MY OWN DYNASTY!
YOU!
OFTEN IN THE PAST, YOU PLOTTED AGAINST ME, FOR YOU HAD NO WISH TO ALLY YOURSELF WITH MY DREAMS--SO IT BECAME INCUMBENT UPON ME TO ENDOW YOU WITH A MORE USEFUL ATTITUDE.
NOW THE SPIRIT THAT CONQUERED ANCIENT EGYPT THRIVES WITHIN YOU, AND NOW--
WE TWO SHALL CONQUER THE WORLD!

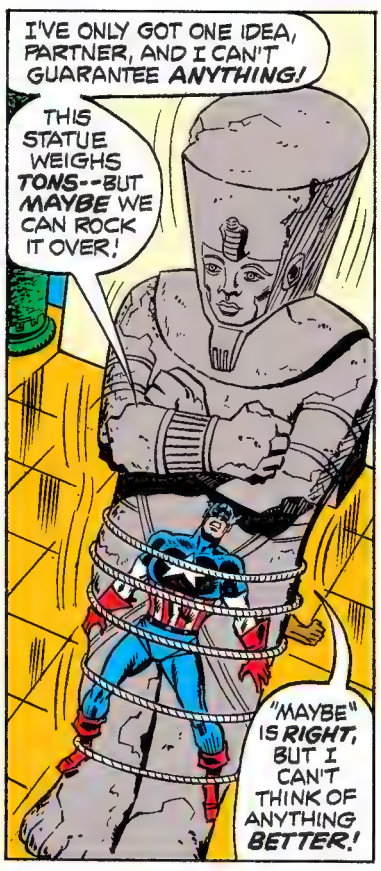

MEANWHILE, AT THE HOSPITAL BEDSIDE OF SHIELD RAMROD, NICK FURY....
GOTTA WARN... CLAW... BIRD... BIG BIRD....
NICK! NICK, WHAT ARE YOU TRYING TO SAY?
THE COUNTESS VALENTINA ALLEGRO DE FONTAINE --"VAL"-- LAYS A COOL HAND ON HER LOVED ONE'S TEMPLE...
...BUT FURY'S INNER FIRE CONTINUES TO CONSUME HIM!
BIRD... STEAL...
HE'S HAD A FEVER FOR HOURS, BUT I DON'T LIKE THE LOOK OF THIS! I MUST FIND A DOCTOR!
HOLD ON, DARLING! I'LL BE RIGHT BACK!
HOLD ON!
IF NICK DOESN'T COME OUT OF THIS ALL RIGHT, I SWEAR I'LL HAVE CAP'S HEAD FOR IT!
I KNOW WHAT THE YELLOW CLAW CAN DO TO MEN'S MINDS, BUT I ALSO KNOW HOW THOSE TWO HAVE FOUGHT IN THE PAST!
IT WAS CAP'S FISTS THAT NEARLY KILLED NICK FURY, AND IT'S ONLY HIS WORD THAT--
WAIT A MINUTE! THAT NURSE I JUST PASSED!
NURSES DON'T WEAR BLACK SHOES!


SHE WAS A FRAUD!
PRAY GOD I'M NOT TOO LATE!
STOP!
WHA--?
GET THAT PILLOW OFF HIS FACE!
SHE'S NOT A SHE! IT'S A MAN IN DISGUISE!
MEDDLESOME FEMALE! THE YELLOW CLAW REQUIRES THE DEATH OF THE SHIELD COLONEL!
MY POISONED RING SHALL DISPATCH YOU AS A BONUS!
YOU UNDERESTIMATE SHIELD TRAINING, ASSASSIN!
KA-BOP!

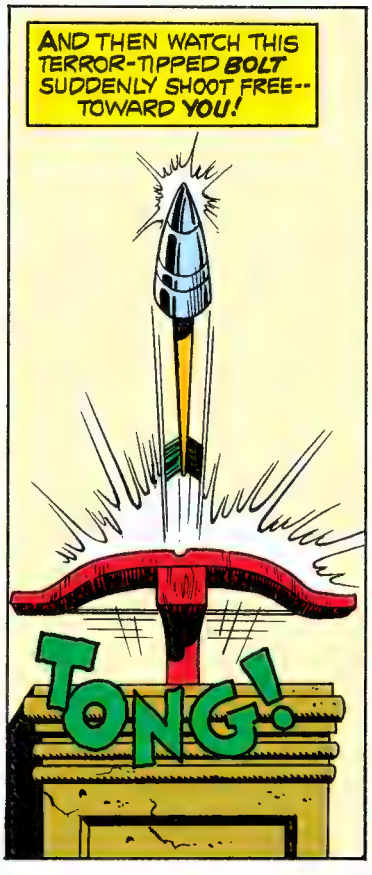
PERHAPS I DO! IN ANY EVENT, MY USEFULNESS IS AT AN END NOW THAT MY MISSION IS NO LONGER A SURPRISE!
THIS UPROAR WILL BRING YOUR FELLOW AGENTS, BUT NO INFORMATION SHALL THEY LEARN FROM ME!
STOP!!
MAY I SERVE GREAT SPIRITS AFTER DEATH AS I SERVED THE YELLOW CLAW BEFORE IT!
ALL HAIL THE NEW ORDER! ALL--
--HAI:CK:
VAL! WHAT'S GOIN' ON IN HERE?
NOTHING ANY MORE, DUM DUM. BUT IT WAS AN ATTEMPT BY THE CLAW TO MURDER NICK.
YEAH? I WISH YA'D LEFT SOME O' THE RAT FER ME TO MANGLE!
HE KILLED HIMSELF, DUM DUM. I DON'T THINK HE WAS COMPLETELY SANE.
FOR THE CLAW TO GO TO SUCH DESPERATE MEASURES, NICK MUST HAVE LEARNED SOMETHING VITAL WHEN HE FOUND THE CLAW'S LAIR!*
* TWO ISSUES AGO.--RASCALLY.
I HAVE THE FEELING HE'S TRYING TO TELL US WHATEVER IT IS--WARN US!
BUT I CAN'T UNDERSTAND WHAT HE MEANS!
BIRD...SHIELD... TAKEOVER...

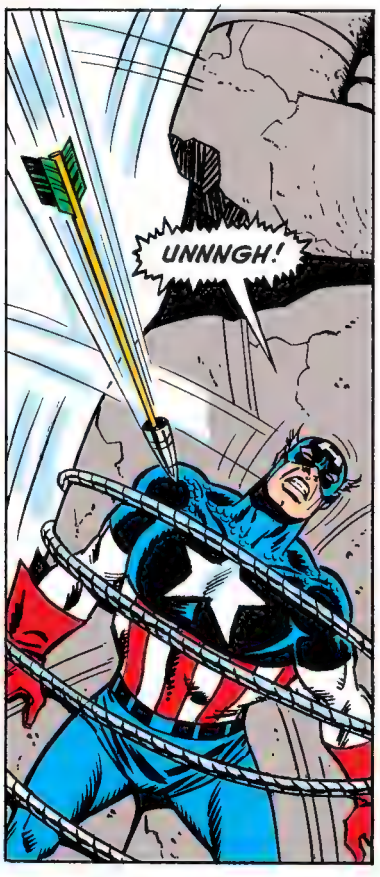

AT THAT MOMENT, CAPTAIN AMERICA IS SLOWLY DRIFTING BACK TO CONSCIOUSNESS.
SLOWLY, THAT IS, UNTIL HE SEES WHAT'S POINTED AT HIS CHEST!
GOOD LORD!

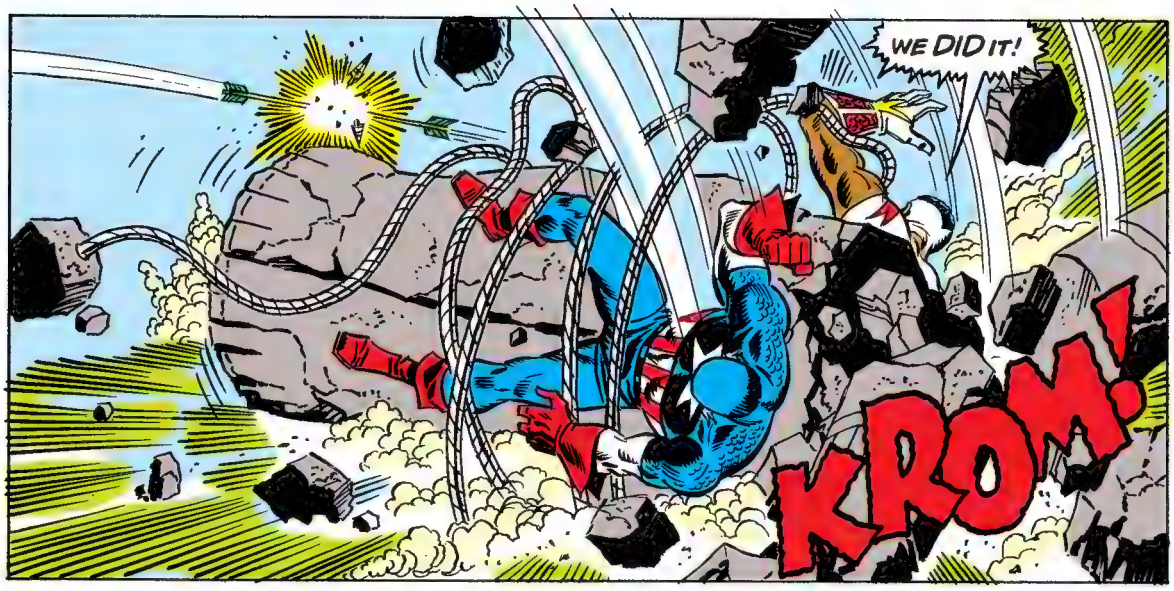

YEAH....AREN'T THOSE CROSSBOWS WINNERS? I GOT ONE OF 'EM AIMED AT MY V-NECK, TOO!
THEY GOTTA BE GOIN' OFF ANY TIME NOW.


I'VE ONLY GOT ONE IDEA, PARTNER, AND I CAN'T GUARANTEE ANYTHING!
THIS STATUE WEIGHS TONS--BUT MAYBE WE CAN ROCK IT OVER!
"MAYBE" IS RIGHT, BUT I CAN'T THINK OF ANYTHING BETTER!

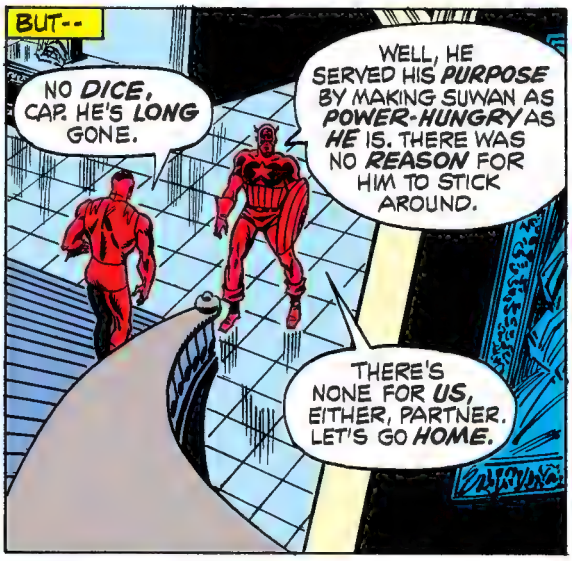
REMEMBER HOW IT WAS, FOLK, WHEN YOU SAT ON A SWING AND TRIED TO MAKE IT MOVE FROM A STANDING START WITHOUT PUSHING OFF?
REMEMBER THE STRAIN IN EVERY MUSCLE AS YOUR STRUGGLES SLOWLY, S-L-O-W-L-Y, BEGAN TO HAVE AN EFFECT?
FEEL IT AGAIN--NOW!


AND THEN WATCH THIS TERROR-TIPPED BOLT SUDDENLY SHOOT FREE--TOWARD YOU!
TONG!


UNNNGH!


WE DID IT!
KROM!

THAT'S ABOUT AS CLOSE TO ENDIN' IT ALL AS I CARE TO COME, MAN!
YOU'RE NOT GOING TO GET A RESPONSE FROM ME ON THAT, FALC.
YOUR SUPER-STRENGTH SAVED US AGAIN, HUH?
LET'S JUST SEE IF THE CLAW'S STILL HERE.

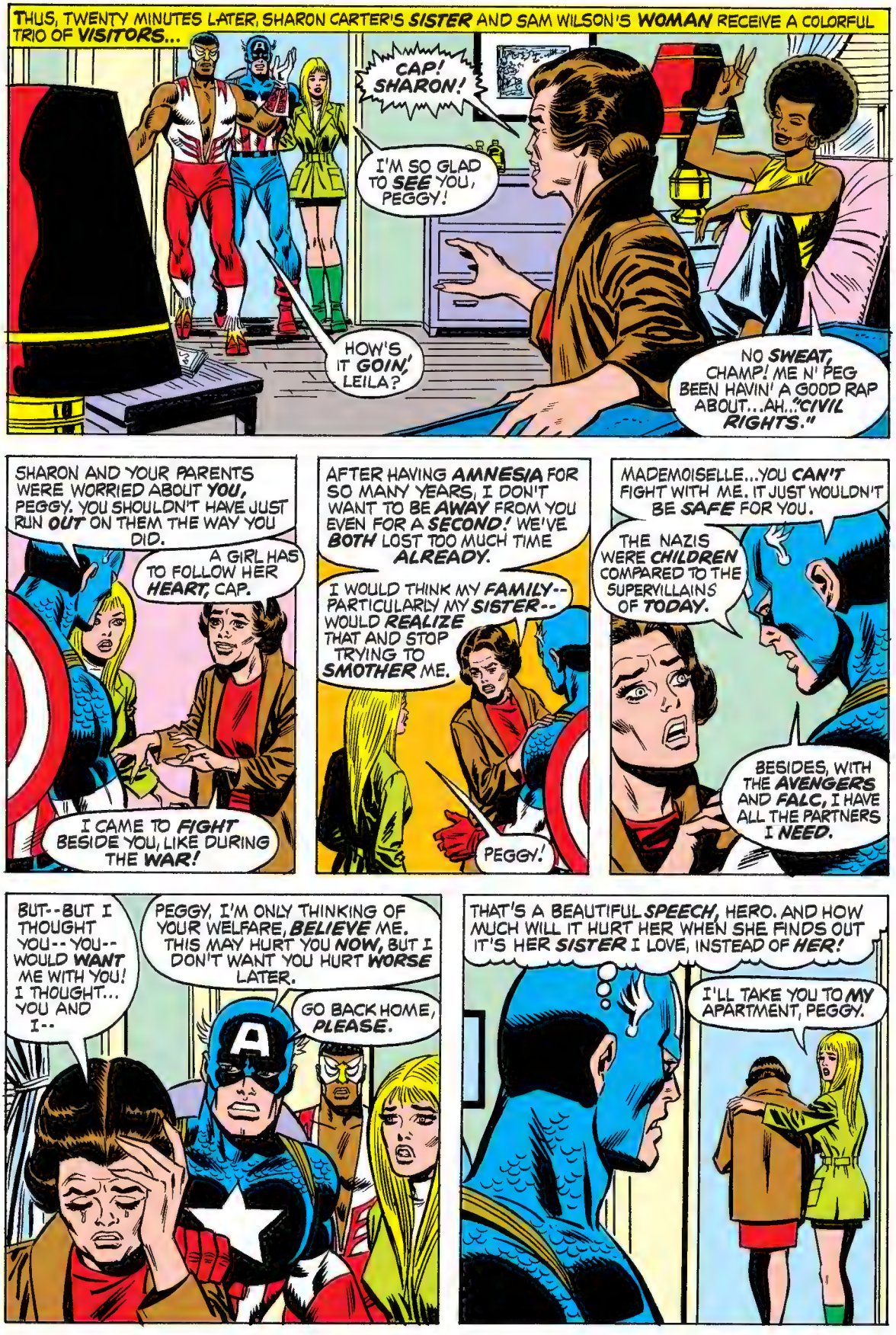

BUT--
NO DICE, CAP. HE'S LONG GONE.
WELL, HE SERVED HIS PURPOSE BY MAKING SUWAN AS POWER-HUNGRY AS HE IS. THERE WAS NO REASON FOR HIM TO STICK AROUND.
THERE'S NONE FOR US, EITHER, PARTNER. LET'S GO HOME.

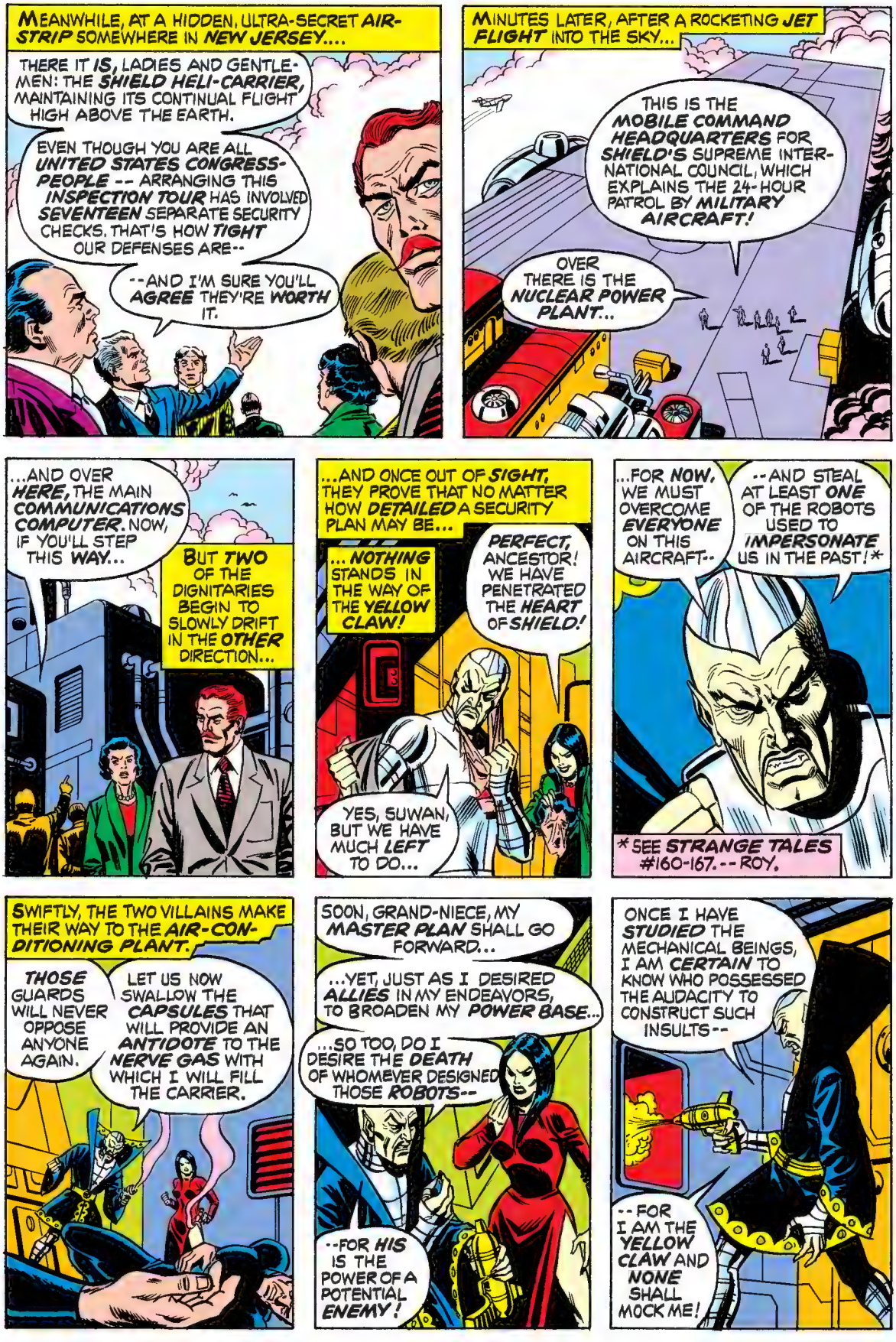
"HOME" FOR CAPTAIN AMERICA IS THE OFFICE THE FALCON USES IN HIS CIVILIAN IDENTITY THESE DAYS---AND IT'S NOT PARTICULARLY HOMEY.
DON'T GET TOO COMFORTABLE, HERE, CAP.
I'VE SPENT SO LITTLE TIME AS SAM WILSON LATELY, THE CITY MIGHT THROW ME OUT ON THE STREETS, TOO.

CLOTHES CHANGE....
ANYWAY, HERE'S A COT YOU CAN USE.

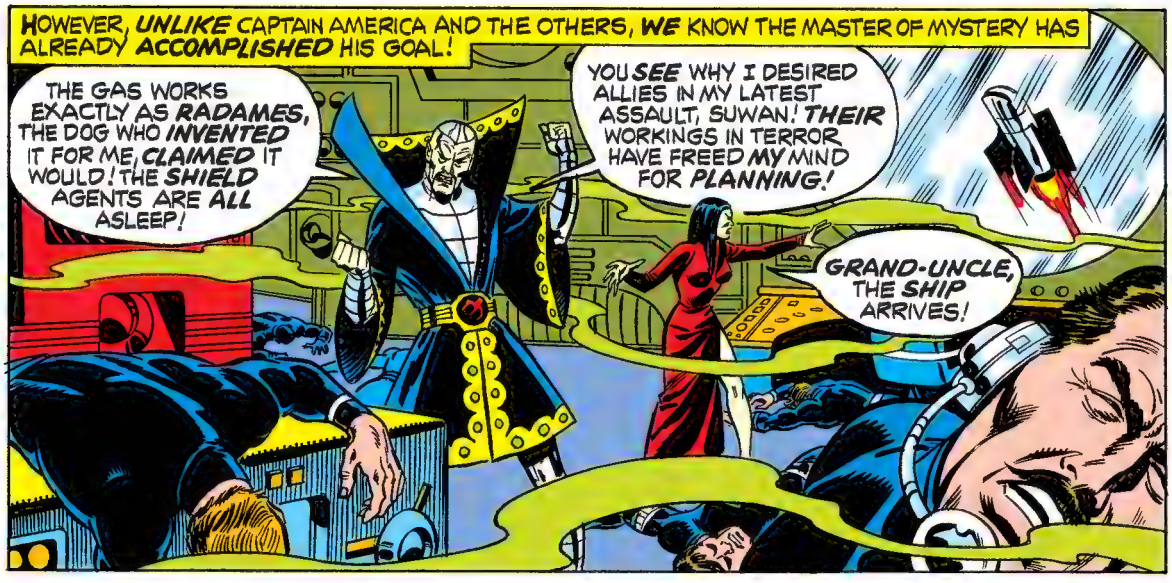
I'LL TRUCK OUT FOR SOME FOOD WHILE YOU FIX THINGS UP THE WAY YOU WANT!
SAM WILSON
BACK IN FIFTEEN.

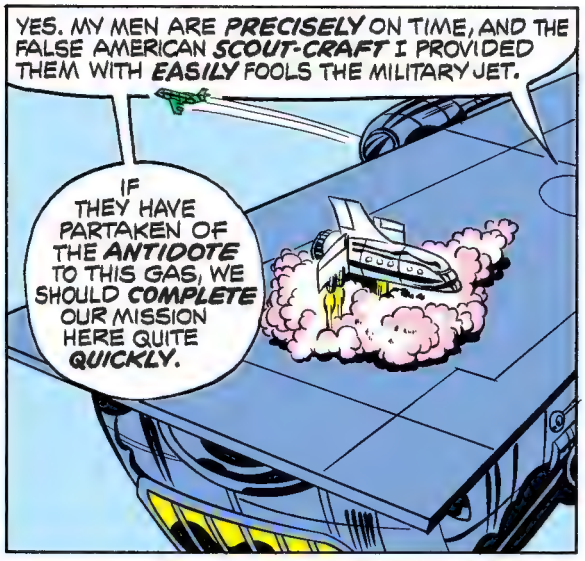
SO THIS IS THE LIFE OF A SUPER-HERO: STAVING OFF THE ENSLAVEMENT OF THE WORLD ON ONE HAND, AND SPONGING OFF A FRIEND ON THE OTHER.
STEVE ROGERS HASN'T GOTTEN VERY FAR, HAS HE?
I MAY HAVE TO GIVE THE POLICE COMMISSIONER A CALL--SEE ABOUT GOING BACK ON ACTIVE DUTY. AT LEAST, THEN---
STEVE.
WHO--?
SHARON!
SURPRISED, DARLING?
YOU BET, LADY! I THOUGHT YOU WERE STILL BACK IN VIRGINIA!
HOW DID YOU KNOW WHERE I WAS?
I FIGURED YOU'D STAY WITH SAM--BUT DON'T TALK! JUST HOLD ME!
YOU DON'T HAVE TO TELL ME TWICE, HONEY.
NOW--WHAT'S WRONG, SHARON?
STEVE, PEGGY'S STILL MISSING! MY PARENTS ARE FRANTIC--
--AND I'M NOT DOING MUCH BETTER! I HOPED YOU COULD HELP--
KNOCK, KNOCK!
SORRY ABOUT BUSTIN' IN ON YOU TWO, BUT I DON'T SEE ANY TIE HANGIN' ON THE DOORKNOB--
--OR WHATEVER THAT OLD SIGNAL WAS...
LISTEN, MAMA, I OVERHEARD YOU TALKIN' ABOUT PEGGY, SO LET ME PUT YOUR MIND TO REST.
SHE SHOWED UP AT MY APARTMENT LAST NIGHT,* AN' LEILA'S WATCHIN' OUT FOR HER.
* LAST ISH.----ROY.
THEN LET'S GO RIGHT OVER AND SEE THEM, SAM! LEILA'S PROBABLY BEEN WAITING ON YOU. SO IT'LL BE GOOD FOR BOTH SHARON AND YOU!
BUT NOT YOU, MAN. NOT THE WAY SHE HANGS ON YOU.
I'LL SURVIVE. JUST STASH THE GROCERIES AND CLIMB BACK INTO YOUR COSTUME.


THUS, TWENTY MINUTES LATER, SHARON CARTER'S SISTER AND SAM WILSON'S WOMAN RECEIVE A COLORFUL TRIO OF VISITORS...
CAP! SHARON!
I'M SO GLAD TO SEE YOU, PEGGY!
HOW'S IT GOIN', LEILA?
NO SWEAT, CHAMP! ME N' PEG BEEN HAVIN' A GOOD RAP ABOUT...AH.."CIVIL RIGHTS."
SHARON AND YOUR PARENTS WERE WORRIED ABOUT YOU, PEGGY. YOU SHOULDN'T HAVE JUST RUN OUT ON THEM THE WAY YOU DID.
A GIRL HAS TO FOLLOW HER HEART, CAP.
I CAME TO FIGHT BESIDE YOU, LIKE DURING THE WAR!
AFTER HAVING AMNESIA FOR SO MANY YEARS, I DON'T WANT TO BE AWAY FROM YOU EVEN FOR A SECOND! WE'VE BOTH LOST TOO MUCH TIME ALREADY.
I WOULD THINK MY FAMILY--PARTICULARLY MY SISTER--WOULD REALIZE THAT AND STOP TRYING TO SMOTHER ME.
PEGGY!
MADEMOISELLE...YOU CAN'T FIGHT WITH ME. IT JUST WOULDN'T BE SAFE FOR YOU.
THE NAZIS WERE CHILDREN COMPARED TO THE SUPERVILLAINS OF TODAY.
BESIDES, WITH THE AVENGERS AND FALC, I HAVE ALL THE PARTNERS I NEED.
BUT--BUT I THOUGHT YOU--YOU--WOULD WANT ME WITH YOU! I THOUGHT... YOU AND I--
PEGGY, I'M ONLY THINKING OF YOUR WELFARE, BELIEVE ME. THIS MAY HURT YOU NOW, BUT I DON'T WANT YOU HURT WORSE LATER.
GO BACK HOME, PLEASE.
THAT'S A BEAUTIFUL SPEECH, HERO. AND HOW MUCH WILL IT HURT HER WHEN SHE FINDS OUT IT'S HER SISTER I LOVE, INSTEAD OF HER!
I'LL TAKE YOU TO MY APARTMENT, PEGGY.

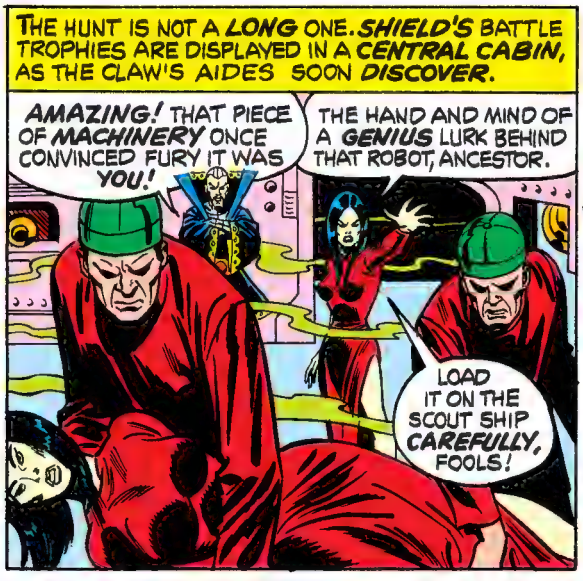

MEANWHILE, AT A HIDDEN, ULTRA-SECRET AIR-STRIP SOMEWHERE IN NEW JERSEY....
THERE IT IS, LADIES AND GENTLEMEN: THE SHIELD HELI-CARRIER, MAINTAINING ITS CONTINUAL FLIGHT HIGH ABOVE THE EARTH.
EVEN THOUGH YOU ARE ALL UNITED STATES CONGRESSPEOPLE -- ARRANGING THIS INSPECTION TOUR HAS INVOLVED SEVENTEEN SEPARATE SECURITY CHECKS. THAT'S HOW TIGHT OUR DEFENSES ARE--
--AND I'M SURE YOU'LL AGREE THEY'RE WORTH IT.
MINUTES LATER, AFTER A ROCKETING JET FLIGHT INTO THE SKY...
THIS IS THE MOBILE COMMAND HEADQUARTERS FOR SHIELD'S SUPREME INTERNATIONAL COUNCIL, WHICH EXPLAINS THE 24-HOUR PATROL BY MILITARY AIRCRAFT!
OVER THERE IS THE NUCLEAR POWER PLANT...
...AND OVER HERE, THE MAIN COMMUNICATIONS COMPUTER. NOW, IF YOU'LL STEP THIS WAY...
BUT TWO OF THE DIGNITARIES BEGIN TO SLOWLY DRIFT IN THE OTHER DIRECTION...
...AND ONCE OUT OF SIGHT, THEY PROVE THAT NO MATTER HOW DETAILED A SECURITY PLAN MAY BE...
...NOTHING STANDS IN THE WAY OF THE YELLOW CLAW!
PERFECT, ANCESTOR! WE HAVE PENETRATED THE HEART OF SHIELD!
YES, SUWAN, BUT WE HAVE MUCH LEFT TO DO...
...FOR NOW, WE MUST OVERCOME EVERYONE ON THIS AIRCRAFT--
--AND STEAL AT LEAST ONE OF THE ROBOTS USED TO IMPERSONATE US IN THE PAST!*
* SEE STRANGE TALES #160-167. -- ROY.
SWIFTLY, THE TWO VILLAINS MAKE THEIR WAY TO THE AIR-CONDITIONING PLANT.
THOSE GUARDS WILL NEVER OPPOSE ANYONE AGAIN.
LET US NOW SWALLOW THE CAPSULES THAT WILL PROVIDE AN ANTIDOTE TO THE NERVE GAS WITH WHICH I WILL FILL THE CARRIER.
SOON, GRAND-NIECE, MY MASTER PLAN SHALL GO FORWARD...
...YET, JUST AS I DESIRED ALLIES IN MY ENDEAVORS, TO BROADEN MY POWER BASE...
...SO TOO, DO I DESIRE THE DEATH OF WHOMEVER DESIGNED THOSE ROBOTS--
--FOR HIS IS THE POWER OF A POTENTIAL ENEMY!
ONCE I HAVE STUDIED THE MECHANICAL BEINGS, I AM CERTAIN TO KNOW WHO POSSESSED THE AUDACITY TO CONSTRUCT SUCH INSULTS--
--FOR I AM THE YELLOW CLAW AND NONE SHALL MOCK ME!

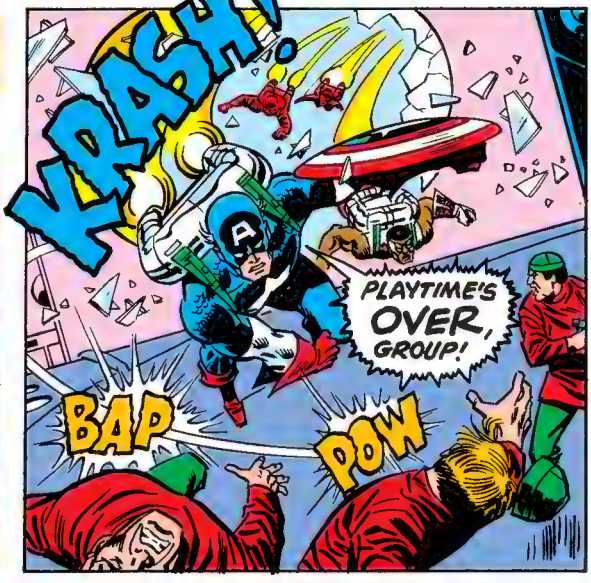
AT THAT VERY MOMENT, ON TERRA FIRMA...
--BEEN NO TRACE OF THE CLAW, VAL...
...SO CAP WANTED TO CHECK ON FURY.
HE DOES CARE ABOUT 'IM, LADY!
THAT'S STILL NO SIGN NICK CARES ABOUT CAP, FALCON! I DON'T BELIEVE HE'D WANT HIS ATTACKER HERE!
NICK'S CONCUSSION HAS ALREADY CAUSED SEVERAL CRISES, AVENGER! HE'S JUST GONE TO SLEEP QUIETLY, AND I WON'T ALLOW YOU TO DISTURB HIM!
OKAY, VAL...OKAY! I ONLY WANTED TO HELP--EVEN IF IT'S LEAVING THAT DOES IT.
BUT AT LEAST, TELL ME WHAT THE PROGNOSIS IS, WILL YOU?
THE DOCTORS SAY HE'S OVER THE ROUGH PART! ANYTHING ELSE?
HEY, LOOK--HE'S MOVING!
AND SUDDENLY--
BIRD! STEAL FROM THE BIRD!
HE'S GONNA TAKE OVER THE HELI-CARRIER!
DOCTOR! COME QUICKLY!
WHAT ARE YOU SAYING, FURY? WHO'S TAKING OVER THE HELI-CARRIER?
CLAW! YELLOW CLAW!
HEARD 'IM PLANNIN'! HE'S GONNA GRAB THE ROBOTS! GOTTA STOP 'IM!
YOU'RE NOT GOING ANYPLACE, COLONEL!
SOMEBODY, GET SOME RESTRAINTS ON THIS MAN!
IF THE CLAW GETS ABOARD THE HELI-CARRIER, HE'LL HAVE ACCESS TO TECHNOLOGY DESIGNED BY THE WORLD'S MOST BRILLIANT SCIENTIFIC AND MILITARY MINDS!
HE CAN DESTROY US ALL!
COME ON! WE'VE GOT TO REACH THE CARRIER BEFORE HE DOES!
WELL, I DUNNO IF FURY'D WANT YOU TWO IN ON THIS...
...BUT WHAT THE HEY! LET'S MOVE!


HOWEVER, UNLIKE CAPTAIN AMERICA AND THE OTHERS, WE KNOW THE MASTER OF MYSTERY HAS ALREADY ACCOMPLISHED HIS GOAL!
THE GAS WORKS EXACTLY AS RADAMES, THE DOG WHO INVENTED IT FOR ME, CLAIMED IT WOULD! THE SHIELD AGENTS ARE ALL ASLEEP!
YOU SEE WHY I DESIRED ALLIES IN MY LATEST ASSAULT, SUWAN! THEIR WORKINGS IN TERROR HAVE FREED MY MIND FOR PLANNING!
GRAND-UNCLE, THE SHIP ARRIVES!


YES. MY MEN ARE PRECISELY ON TIME, AND THE FALSE AMERICAN SCOUT-CRAFT I PROVIDED THEM WITH EASILY FOOLS THE MILITARY JET.
IF THEY HAVE PARTAKEN OF THE ANTIDOTE TO THIS GAS, WE SHOULD COMPLETE OUR MISSION HERE QUITE QUICKLY.

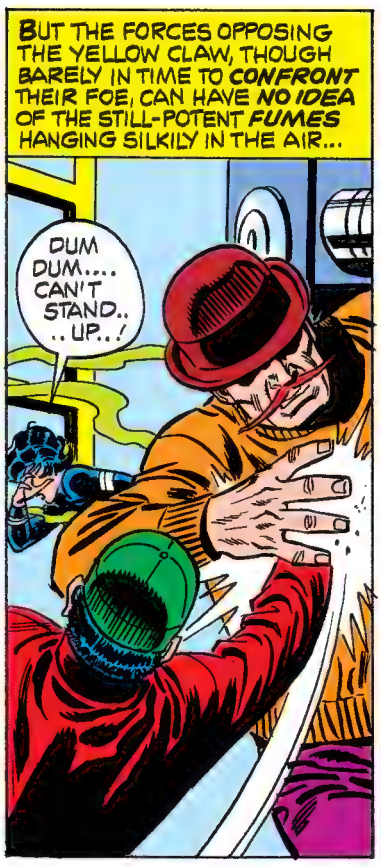
SEARCH THIS VESSEL THOROUGHLY, DOGS! I DESIRE ANY AND ALL HUMAN-APPEARING ROBOTS!
AND HE DESIRES THEM WITH ALL POSSIBLE SPEED, LACKEYS!


THE HUNT IS NOT A LONG ONE. SHIELD'S BATTLE TROPHIES ARE DISPLAYED IN A CENTRAL CABIN, AS THE CLAW'S AIDES SOON DISCOVER.
AMAZING! THAT PIECE OF MACHINERY ONCE CONVINCED FURY IT WAS YOU!
THE HAND AND MIND OF A GENIUS LURK BEHIND THAT ROBOT, ANCESTOR.
LOAD IT ON THE SCOUT SHIP CAREFULLY, FOOLS!

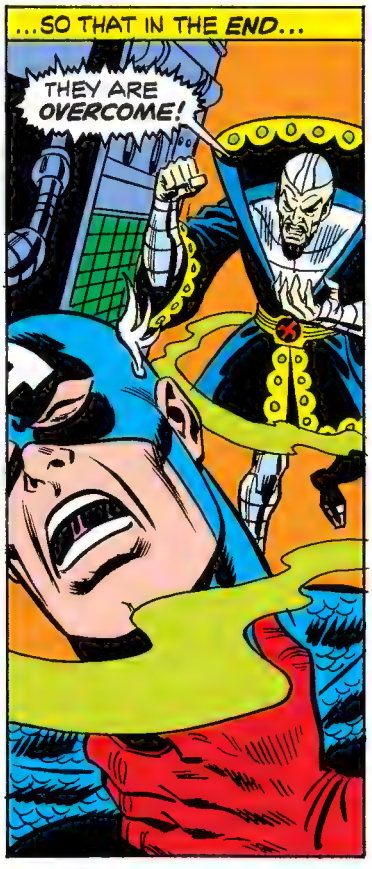

KRASH!
PLAYTIME'S OVER, GROUP!
BAP
POW

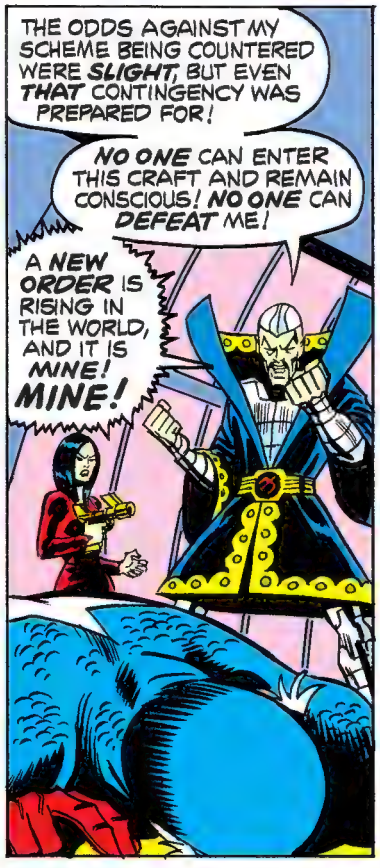
HIT 'EM, CAP!
FOOM!
JUST WAIT TILL I EJECT MY JET PACK, PARTNER--

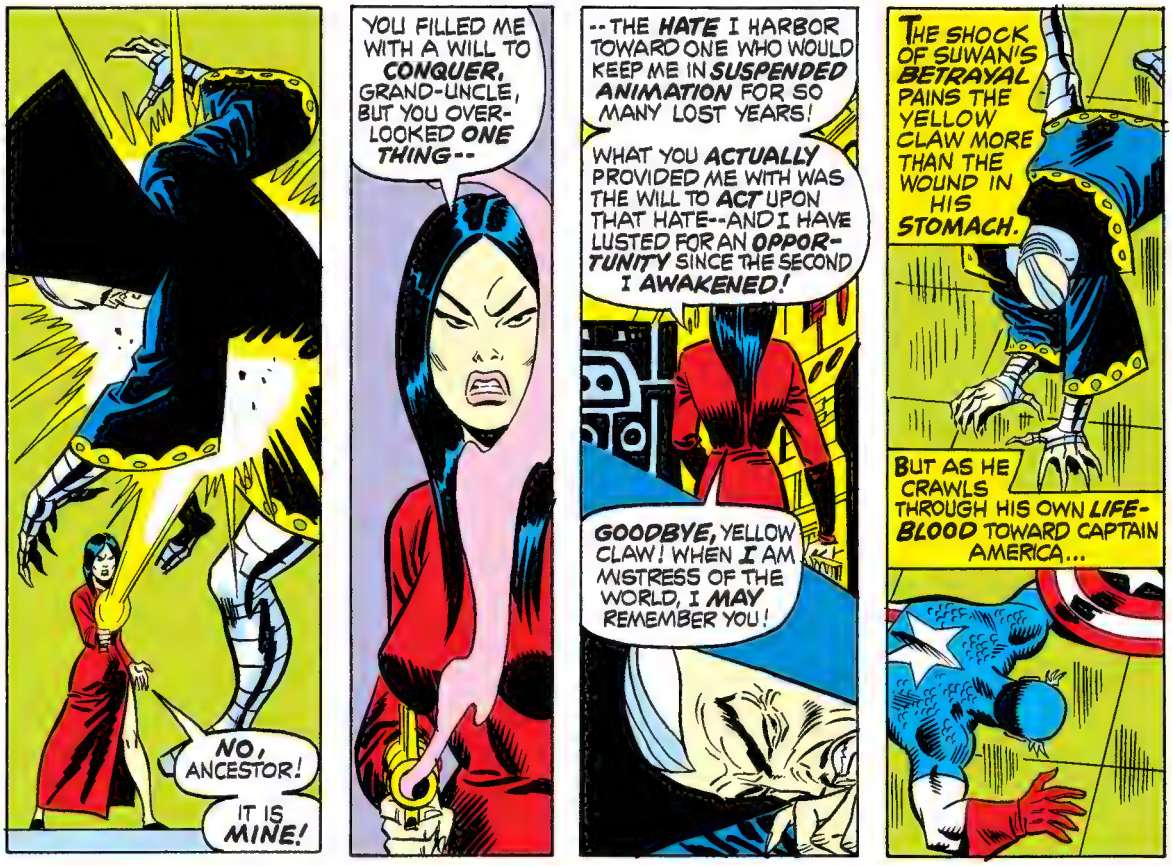
--AND I'LL SEE WHAT I CAN DO!

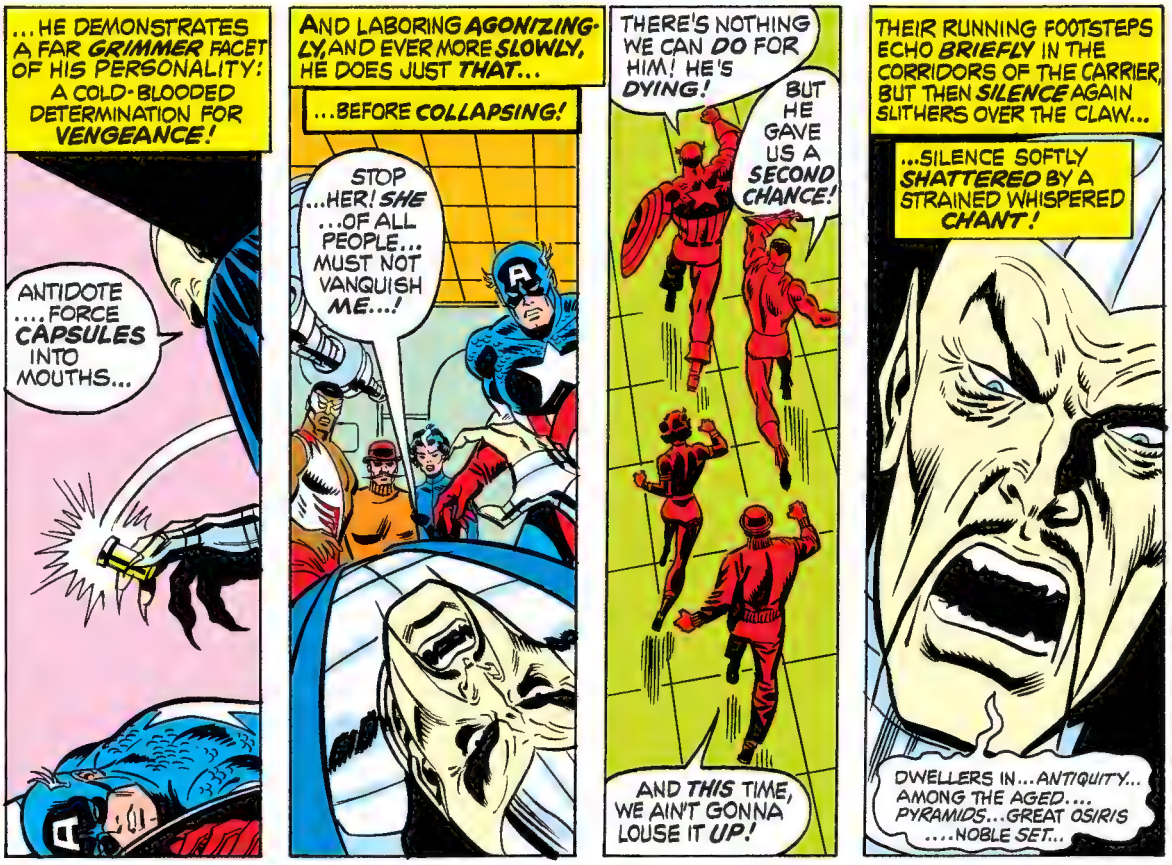

BUT THE FORCES OPPOSING THE YELLOW CLAW, THOUGH BARELY IN TIME TO CONFRONT THEIR FOE, CAN HAVE NO IDEA OF THE STILL-POTENT FUMES HANGING SILKILY IN THE AIR...
DUM DUM.... CAN'T STAND.. .. UP..!

...AND THE FRENZY OF THEIR ATTACK...
...ONLY CAUSES THEIR LUNGS TO WORK THAT MUCH HARDER...


...SO THAT IN THE END...
THEY ARE OVERCOME!


THE ODDS AGAINST MY SCHEME BEING COUNTERED WERE SLIGHT, BUT EVEN THAT CONTINGENCY WAS PREPARED FOR!
NO ONE CAN ENTER THIS CRAFT AND REMAIN CONSCIOUS! NO ONE CAN DEFEAT ME!
A NEW ORDER IS RISING IN THE WORLD, AND IT IS MINE! MINE!


NO, ANCESTOR!
IT IS MINE!
YOU FILLED ME WITH A WILL TO CONQUER, GRAND-UNCLE, BUT YOU OVER-LOOKED ONE THING--
--THE HATE I HARBOR TOWARD ONE WHO WOULD KEEP ME IN SUSPENDED ANIMATION FOR SO MANY LOST YEARS!
WHAT YOU ACTUALLY PROVIDED ME WITH WAS THE WILL TO ACT UPON THAT HATE--AND I HAVE LUSTED FOR AN OPPORTUNITY SINCE THE SECOND I AWAKENED!
GOODBYE, YELLOW CLAW! WHEN I AM MISTRESS OF THE WORLD, I MAY REMEMBER YOU!
THE SHOCK OF SUWAN'S BETRAYAL PAINS THE YELLOW CLAW MORE THAN THE WOUND IN HIS STOMACH.
BUT AS HE CRAWLS THROUGH HIS OWN LIFE-BLOOD TOWARD CAPTAIN AMERICA...


...HE DEMONSTRATES A FAR GRIMMER FACET OF HIS PERSONALITY: A COLD-BLOODED DETERMINATION FOR VENGEANCE!
ANTIDOTE ....FORCE CAPSULES INTO MOUTHS...
AND LABORING AGONIZING-LY, AND EVER MORE SLOWLY, HE DOES JUST THAT...
...BEFORE COLLAPSING!
STOP ...HER! SHE ...OF ALL PEOPLE... MUST NOT VANQUISH ME...!
THERE'S NOTHING WE CAN DO FOR HIM! HE'S DYING!
BUT HE GAVE US A SECOND CHANCE!
AND THIS TIME, WE AIN'T GONNA LOUSE IT UP!
THEIR RUNNING FOOTSTEPS ECHO BRIEFLY IN THE CORRIDORS OF THE CARRIER, BUT THEN SILENCE AGAIN SLITHERS OVER THE CLAW...
...SILENCE SOFTLY SHATTERED BY A STRAINED WHISPERED CHANT!
DWELLERS IN...ANTIQUITY... AMONG THE AGED.... PYRAMIDS...GREAT OSIRIS ....NOBLE SET...

WHAT CAN ALL THIS MEAN, YOU ASK. WELL, HANG ON, TIGER... WE'LL FIND OUT TOGETHER IN JUST A FEW SECONDS!
GOOD! SET THAT ONE IN THE HOLD AND THEN GET THE ROBOT OF VOLTZMANN!
I SHALL COMPLETE MY GRAND-UNCLE'S SCHEME OF VENGEANCE, AND--
--AND THEN AGAIN, MAYBE YOU WON'T LEAVE THIS SHIP!
BY THE GODS OF THE SIX GATES!
WAM!
THINK OF OUR COLLAPSE A MINUTE AGO AS A COMMERCIAL INTERRUPTION, BOYS!
BUT NOW THE PROGRAM'S ON AGAIN!
POW!
FZAT!
NOW, NOW--- I KNOW YOU DON'T LIKE THE PROGRAM--
--BUT THERE'S NOTHING YOU CAN DO ABOUT IT!

THE AMERICANS FIGHT LIKE GLADIATORS! MY MEN ARE MORE ACCUSTOMED TO STEALTH AND CANNOT HOLD THEM!
FLIGHT IS MY SOLE RECOURSE--
--YET I KNOW ALL OF MY ANCESTOR'S PLANS, AND ONCE I REACH A REAL SHIELD SCOUT SHIP, THERE WILL BE MANY PLACES TO WHICH I MAY FLEE!
IN TIME--
AAAAAA!!
WHAT--?
IT...IT IS I, MY DEAR: THE ONE YOU ATTEMPTED TO KILL...BUT WHO WILL NOT DIE!
GRAND-UNCLE! I--
SILENCE! YOU MUST...HEAR ME COMPLETE... THE CHANT!
HEED THE PLEA OF ONE WHO SEEKS! LOOSE THE SPIRIT FROM ITS CRUMBLING FLESH!
BUT THAT-- THAT'S THE CHANT THAT GAVE ME LIFE!
YOU'RE
WITHDRAWING
IT!

YES, MY DEAR! I GAVE YOU THE UNDYING FORCE OF THE PHAROAH'S--
--BUT NOW, I NOT ONLY NEED IT MORE THAN YOU DO...I DESERVE IT MORE!

WITHOUT ANOTHER GLANCE AT THE HEAP OF DUST HE ONCE LOVED, THE FIEND SPINS--
NOW I MUST ESCAPE!

SUWAN WAS A FOOL! RUNNING FROM ONE'S FOES ONLY INVITES THEIR PURSUIT!
RUNNING TOWARD THEM, HOWEVER, CREATES CONFUSION--DOUBT!
THE CLAW! HOW IN THE WORLD--?

I DO NOT SEE THE ROBOT ON THE DECK, SO MY MEN MUST HAVE LOADED IT ONTO THEIR SHIP!
EXCELLENT! GOOD FORTUNE CONTINUES TO SMILE UPON ME!
STOP HIM! DON'T LET HIM GET AWAY!

TOO LATE, DOGS! TOO LATE!
VROOM!

CAP--LOOK! ON THE MONITOR SCREEN--HE'S OVERRIDING NORMAL TRANSMISSION!
INDEED I AM, AGENT OF SHIELD--FOR I WISH TO BID YOU ADIEU!

YOU SHALL NOT HEAR FROM ME FOR SOME TIME, BECAUSE THE DEATH OF MY CHOSEN SUCCESSOR WILL CAUSE MANY CHANGES IN MY SCHEMES!
STILL, REST ASSURED THAT THE YELLOW CLAW SHALL RETURN!

HE'S GONE--OUTDISTANCING THE MILITARY JETS WITH EASE! ALL WE HAVE IS HIS HENCHMEN.
THAT'S NOT ENOUGH! WE'VE ONLY WON THE BATTLE--NOT THE WAR--
--AND SOMEDAY, WE'LL HAVE TO FACE THAT MAN AGAIN!
BUT FIRST, AVENGER, YOU & THE FALCON MUST FACE... THE PHOENIX!

CAPT. AMERICA
MARVEL COMICS GROUP™
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20¢
168
DEC
02453
CAPTAIN AMERICA™
AND
THE FALCON™
CAP--NO! I WON'T LET HIM KILL YOU!!
--UNLESS HE KILLS ME FIRST!!
YOU'RE TOO LATE, FALCON-- TOO LATE!
BY LASER BLAST--OR BY MOLTEN LAVA-- CAPTAIN AMERICA DIES--NOW!
WHO IS... THE PHOENIX?
YOU'LL GASP--- WHEN YOU LEARN HIS STARTLING SECRET IDENTITY!

Stan Lee PRESENTS: CAPTAIN AMERICA AND THE FALCON™

ROY THOMAS & TONY ISABELLA WRITERS | SAL BUSCEMA ARTIST | J. TARTAG & G. ROUSSOS INKERS | L. LESSMANN, COLORIST C. JETTER, LETTERER

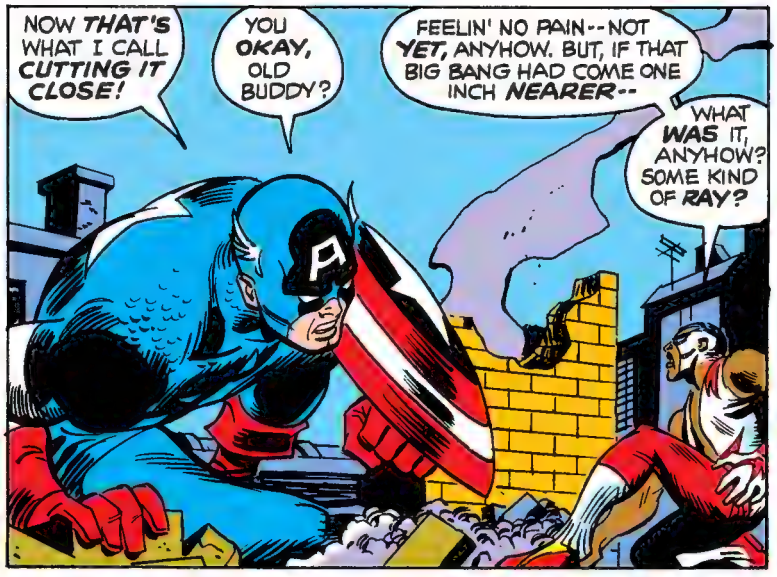
...AND A PHOENIX SHALL ARISE!
CAPTAIN AMERICA AND THE FALCON ON NIGHT PATROL: NO LESS THAN A BAKER'S DOZEN OF THEIR MOST HARROWING ADVENTURES MUST HAVE BEGUN IN JUST THIS WAY...
CAP! HEY, CAP! WHAT'S WITH YOU, PARTNER?
WE'RE SUPPOSED TO BE MATCHDOGGIN' IT-- AND YOU'RE MOPIN' AROUND LIKE YOU JUST LOST YOUR LAST FRIEND.
WHICH YOU DEFINITELY AIN'T-- NOT WHILE I'M AROUND!
WHAT? YOU'LL HAVE TO RUN THAT BY AGAIN, SAM.
I'M A BIT SLOW ON THE UPTAKE THIS EVENING.
SOME NIGHTS IT JUST GETS WORSE THAN OTHERS, THAT'S ALL.
SOME NIGHTS, IT JUST... GETS WORSE.
YES, JUST ANOTHER NIGHT PATROL. THEN WHY, WHEN THIS LONG NIGHT IS THRU, WILL STEVE ROGERS' WORLD NEVER BE THE SAME--?

WORSE? WHAT GETS WORSE, CAP?
NOW I'M THE ONE WHO DOESN'T FOLLOW.
I CAN'T SHAKE IT TONIGHT.
THE FEELING THAT I'M A WALKING ANACHRONISM--A GUY WHO LOOKS LIKE HE'S TWENTY...
...EVEN THOUGH HE WAS FIGHTING HITLER'S HORDES SOME THIRTY YEARS AGO!

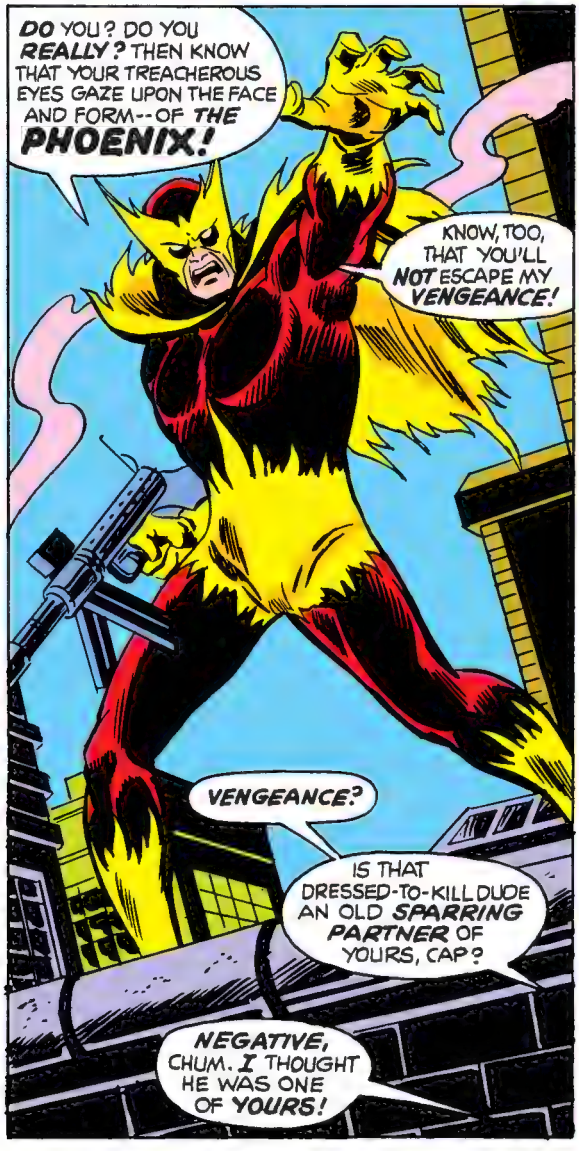
HUH? NOW WHAT MADE THAT OLD BUGABOO CREEP UP ON YOU ALL OVER AGAIN?
A LOT OF THINGS, MAYBE... ALL ADDING UP.
I GUESS IT STARTED WHEN I FOUGHT THE MADMAN WHO TOOK MY PLACE DURING THE '50'S.
BUT MAYBE IT ALL FELL INTO PLACE RECENTLY WHEN I SAW PEGGY AGAIN.
PEGGY... THE GIRL I LOVED FOR A BRIEF INSTANT, DURING WORLD WAR TWO...
...AND WHO MAY CRACK UNDER THE SHOCK WHEN SHE LEARNS IT'S HER YOUNGER SISTER SHARON I LOVE NOW...NOT HER.

THAT'S WHAT'S REALLY WASTIN' YOU, AIN'T IT, CAP?
YOU COULD STAND BEIN' KEPT ON ICE FOR TWENTY YEARS LIKE YOU WERE--BUT AN OLD-FASHIONED TRIANGLE'S GOT YOU DOWN.
SURE. ELSE WHY PICK TONIGHT FOR THIS-OUT-OF-MY-TIME JAZZ TO GET YOU DOWN?
I....DON'T KNOW. IT'S JUST....A FEELING I'VE GOT.
LIKE SOMETHING'S ABOUT TO HAPPEN--BUT I DON'T KNOW WHAT.
FRANKLY, SHIELD-SLINGER, WE DON'T KNOW EITHER--BUT, IF WE ALL MOVE OUR EYES EXACTLY ONE PANEL TO THE RIGHT--

--WE'LL ALL FIND OUT TOGETHER--NOW!
FZASSK!
FALCON--DUCK!


NOW THAT'S WHAT I CALL CUTTING IT CLOSE!
YOU OKAY, OLD BUDDY?
FEELIN' NO PAIN--NOT YET, ANYHOW. BUT, IF THAT BIG BANG HAD COME ONE INCH NEARER--
WHAT WAS IT, ANYHOW? SOME KIND OF RAY?

SURE LOOKS LIKE IT. WE'RE BOTH LUCKY IT DIDN'T--
LUCK HAD NOTHING TO DO WITH IT, FOOL!
CAP--LOOK! UP THERE!
I SEE, FALC. I SEE!

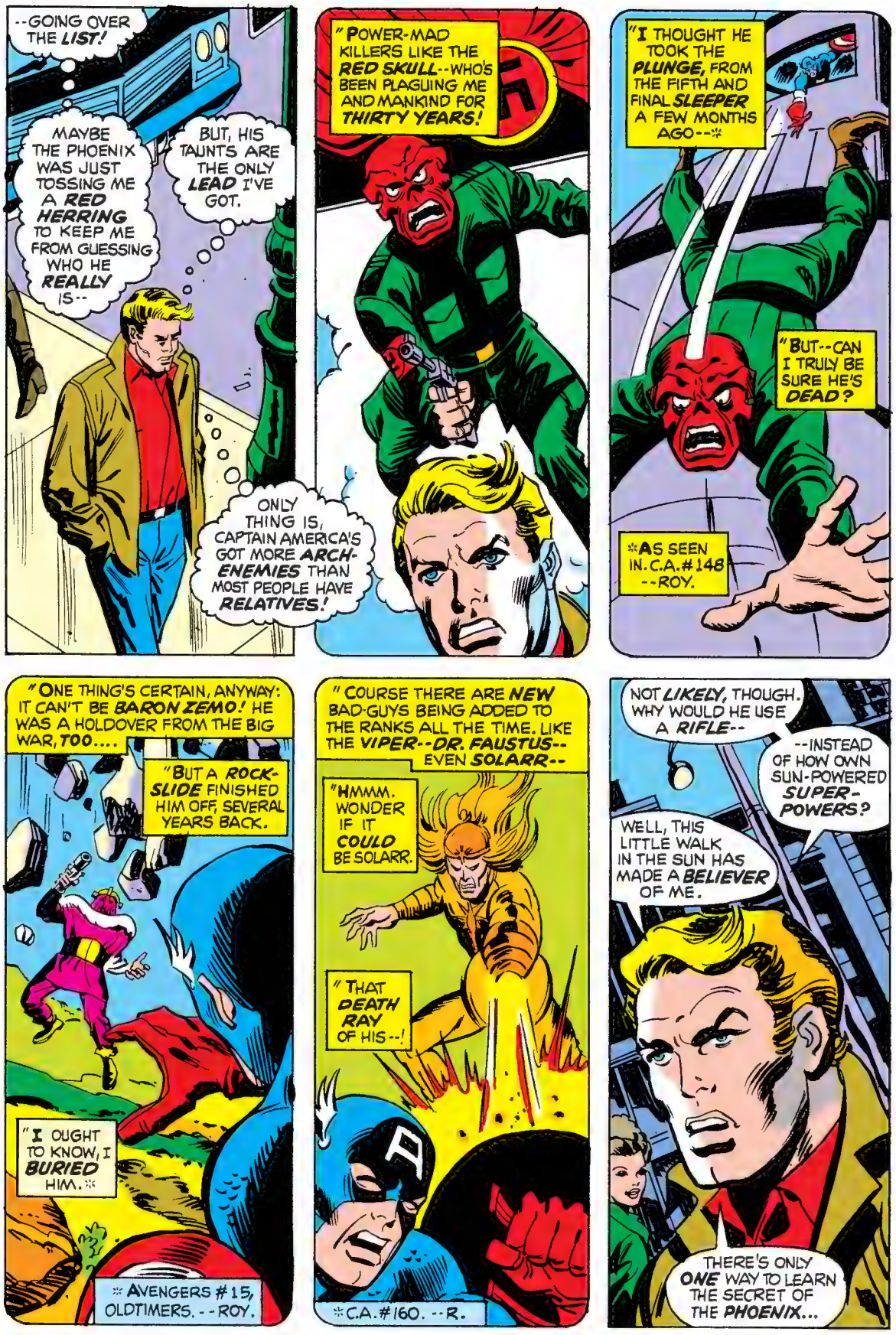

DO YOU? DO YOU REALLY? THEN KNOW THAT YOUR TREACHEROUS EYES GAZE UPON THE FACE AND FORM--OF THE PHOENIX!
KNOW, TOO, THAT YOU'LL NOT ESCAPE MY VENGEANCE!
VENGEANCE?
IS THAT DRESSED-TO-KILL DUDE AN OLD SPARRING PARTNER OF YOURS, CAP?
NEGATIVE, CHUM. I THOUGHT HE WAS ONE OF YOURS!

SUCH WIT IN THE FACE OF ADVERSITY IS ADMIRABLE --BUT FUTILE.
YOU'RE MERELY STALLING--AND I'VE NO MORE WORDS TO WASTE ON YOU!

FEEL THE FURY OF THE PHOENIX--
NOW!
I'LL KEEP HIM OCCUPIED, FALCON. YOU GET MOVING--ON THE DOUBLE!
TZZAP!
BUT EVEN AS LASER-LIKE BEAMS BLAST STILL ANOTHER HOLE IN THE CRUMBLING ROOFTOP--

--SAM WILSON'S EVER ALERT MIND IS ALREADY LIGHT-YEARS AHEAD OF HIS FAST-CHURNING FEET!
GO LIKE A BAT, REDWING!
DON'T KNOW WHY I'M BOTHERING TO RUN. IT DOESN'T TAKE AN INSTANT REPLAY TO SEE WHAT THAT MANIAC IS UP TO--
FRAZZK!
NAMELY, HE'S FIRING JUST AT CAP! FAR AS HE'S CONCERNED, I'M JUST HERE TO PHONE IN STEVE'S OBIT!
WELL, I DUNNO WHO THAT CAT IS-- OR WHY HE'S GOT A HATE-ON FOR CAP--
--BUT I SURE AIM TO FIND OUT!
MMPH
KROP!
SO, BLACK MAN-- YOU SNEAKED UP ON ME FROM BEHIND!
PRECISELY THE KIND OF TACTICS I SHOULD HAVE EXPECTED FROM--YOUR KIND.
SAYS THE GOOFBALL WITH THE GUN!
WELL, I'M NOT BEHIND YOU NOW, FLAME-FACE.
SO, IF YOU WANNA DUKE IT OUT FAIR AND SQUARE--
A FAIR FIGHT-- WITH ONE LIKE YOU!?
WHY SHOULD I STOOP SO LOW?
THIS IS GOOD ENOUGH FOR YOU!
AARRR!
PLAM!

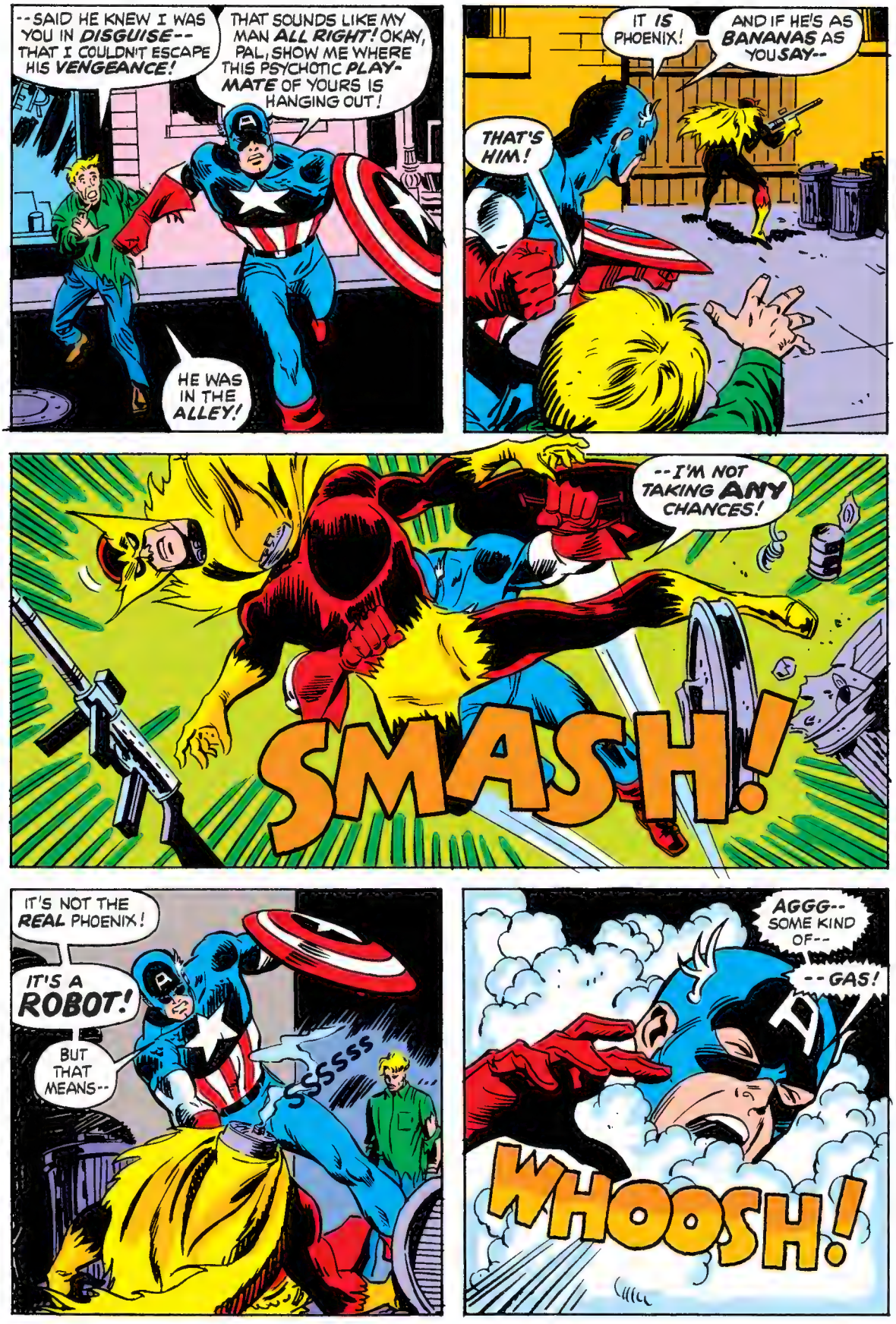
AS FOR YOU, MY RED-WHITE-AND-BLUE FOE, I'VE NO DESIRE TO KILL YOU--NOT RIGHT NOW--
--NOT WHEN I CAN MAKE YOU SUFFER ALL THE MORE, BY SLAYING THE ONE YOU CALL THE FALCON!
SAM'S STUNNED! NO WAY TO REACH THEM--IN TIME!
SO WATCH, MY FRIEND--
WATCH--AND GRIEVE!
EH? MY WEAPON'S CHARGE--EXHAUSTED?
FZZT
THEN YOUR JUST DESSERTS MUST WAIT, CAPTAIN AMERICA--
--UNTIL WE MEET AGAIN--PERHAPS TOMORROW!
I'LL BE WAITING, MISTER!
HE'S AGILE--I'LL SAY THAT FOR HIM.
WELL, I'VE BEEN KNOWN TO DO A LITTLE ROOFTOP-LEAPING MYSELF, IN THE APPROVED SUPERHERO MANNER.
ESPECIALLY SINCE I GAINED THAT EXTRA MODICUM OF SUPER-STRENGTH A WHILE BACK.
FAT LOT OF GOOD IT'S DONE ME SO FAR, THOUGH--
--AGAINST THE SO-CALLED PHOENIX!
YOU ALL RIGHT, SAM?
YOU--MUST BE GETTIN' TIRED--OF ASKIN' THAT QUESTION, CAP.
ONE THING'S CLEAR, THOUGH--
--NAMELY, THAT I'M GETTIN' TO BE A REAL DRAG IN THE MASKED-SIDEKICK DEPARTMENT.
I WOUND UP BEIN' NOTHING MORE THAN A HOSTAGE. IF I HADN'T BEEN HERE--
--THAT MADMAN COULD STILL HAVE PICKED ME OFF. HE JUST DIDN'T WANT TO, THAT'S ALL.
SO NOW WHO'S GETTING MORBID, OLD BUDDY?
OKAY, OKAY. YOU MADE YOUR POINT. NOW WHAT?
NOT YET. I'VE HAD A LOT OF ENEMIES IN MY DAY, THOUGH--AND YOU CAN BET YOUR BEAK I'M GOING TO SPEND THE NEXT 24 HOURS--
HAD ANY SECOND THOUGHTS ABOUT WHO THAT MIGHT'VE BEEN?


--GOING OVER THE LIST!
MAYBE THE PHOENIX WAS JUST TOSSING ME A RED HERRING TO KEEP ME FROM GUESSING WHO HE REALLY IS--
BUT, HIS TAUNTS ARE THE ONLY LEAD I'VE GOT.
ONLY THING IS, CAPTAIN AMERICA'S GOT MORE ARCH-ENEMIES THAN MOST PEOPLE HAVE RELATIVES!
"POWER-MAD KILLERS LIKE THE RED SKULL--WHO'S BEEN PLAGUING ME AND MANKIND FOR THIRTY YEARS!
"I THOUGHT HE TOOK THE PLUNGE, FROM THE FIFTH AND FINAL SLEEPER A FEW MONTHS AGO--*
"BUT--CAN I TRULY BE SURE HE'S DEAD?
*AS SEEN IN C.A.#148 --ROY.
"ONE THING'S CERTAIN, ANYWAY: IT CAN'T BE BARON ZEMO! HE WAS A HOLDOVER FROM THE BIG WAR, TOO....
"BUT A ROCK-SLIDE FINISHED HIM OFF, SEVERAL YEARS BACK.
"I OUGHT TO KNOW, I BURIED HIM.*
*AVENGERS #15, OLDTIMERS. --ROY.
"COURSE THERE ARE NEW BAD-GUYS BEING ADDED TO THE RANKS ALL THE TIME. LIKE THE VIPER--DR. FAUSTUS--EVEN SOLARR--
"HMMM. WONDER IF IT COULD BE SOLARR.
"THAT DEATH RAY OF HIS--!
*C.A.#160. --R.
NOT LIKELY, THOUGH. WHY WOULD HE USE A RIFLE--
--INSTEAD OF HOW OWN SUN-POWERED SUPER-POWERS?
WELL, THIS LITTLE WALK IN THE SUN HAS MADE A BELIEVER OF ME.
THERE'S ONLY ONE WAY TO LEARN THE SECRET OF THE PHOENIX...

--AND THAT'S BY BUILDING A A BETTER MOUSE-TRAP--
--WITH ONE SLIGHTLY-USED, DEFROSTED SHIELD-SLINGER AS BAIT!
BEEN OUT FOR HOURS NOW, THOUGH, AND NO SIGN OF--
HOLD UP THERE, CAP! YOU GETTIN' TOO GOOD TO BE SEEN WITH POOR FOLKS?
ME 'N REDWING THOUGHT WE'D COME KEEP YOU COMPANY IF YOU DON'T MIND.
YOU COULD'VE SAVED YOURSELF THE SWING DOWN-TOWN, FALCON.
THE THING IS, I DO MIND.
HUH?
WHAT'S WITH YOU, PARTNER?
I JUST THOUGHT--
LOOK-- I WAS GOING TO GO EASY ON YOU, NOT TO HURT YOUR FEELINGS--
BUT SINCE YOU ASKED, I'LL GIVE IT TO YOU STRAIGHT:
I'VE BEEN THINKING ABOUT SOME OF THE THINGS YOU SAID LAST NIGHT--AND I DECIDED YOU WERE RIGHT THE FIRST TIME.
THE TIME YOU COULD HAVE GIVEN ME A HELPING HAND WAS THEN--AND YOU BLEW IT!
SO, GO PLAY WITH YOUR PET BIRDIES SOMEWHERE ELSE, OKAY?
LIKE THE LADY SAID-- I WANT TO BE ALONE.
OKAY, PARTNER. ANY WAY YOU WANNA PLAY IT--
--YOU WANT ALONE--
--YOU GOT ALONE!

I REALLY HATED TO PLAY THAT LITTLE NUMBER ON SAM--
--ESPECIALLY CONSIDERING THE PROBLEMS WE'VE HAD JUST KEEPING THIS PARTNERSHIP TOGETHER LATELY!
BUT THAT PHOENIX CHARACTER WANTS ME PRETTY BAD--
--AND I WON'T RISK THE FALCON CATCHING ONE THAT'S MEANT FOR CAPTAIN AMERICA--
--THE WAY BUCKY BARNES DID!
MAYBE THAT'S BEEN MY TROUBLE WITH ALL THE PARTNERS I'VE HAD SINCE I WAS "RESURRECTED--"
--RICK JONES--THE FALCON--NICK FURY--EVEN SHARON AND THE AVENGERS TO SOME EXTENT--
--SUBCONSCIOUSLY, I'VE BEEN SEEING BUCKY IN THEM!
BUCKY WAS A KID--I WAS ALL HE HAD!
BUT THE OTHERS--ALL BRAVE, SKILLED, DEDICATED PEOPLE--THEY DON'T NEED A FATHER-IMAGE!
CAP, YOU'VE BEEN DOING SOME GOOD FOLKS WRONG--
I'D BETTER GET BACK TO BUSINESS NOW, THOUGH. BECAUSE IF THE PHOENIX IS STILL GUNNING FOR ME--
--HE CAN'T HELP BUT SEE ME UP HERE!
CAPTAIN AMERICA IN TIMES SQUARE! AND MOM TOLD ME NEW YORK WAS NO PLACE TO GO FOR MY VACATION! HE'S GORJUSS!
WHAT ABOUT THOSE RADIO SPOTS THAT SAY HE'S A MENACE?
ARE YOU KIDDING, MISTER? IN MY BOOK--

"-- CAP'S THE GREATEST! NOBODY TAKES THOSE SPOTS SERIOUSLY!"
FUNNY, I DON'T SEEM TO GET A KICK OUT OF CROWDS THE WAY I USED TO. MAYBE IT'S THOSE RADIO ADS--
-- MAYBE IT'S BECAUSE I DON'T KNOW WHERE I STAND WITH THE VERY PEOPLE I'M TRYING TO PROTECT!
CAN IT, CAP! THERE'S NO SIGN OF PHOENIX, SO--
-- IT'S TIME TO HIT THE ROAD!
BUT THOUGH CAP SEARCHES EVERYWHERE--
--EVERY NOOK, EVERY CRANNY--
--HE FINDS NOTHING.
UNTIL--
PAYOIRT! THAT GUY MUST HAVE RUN INTO SOMETHING TO MUSS HIM UP LIKE THAT--
--AND THAT SOMETHING MAY BE THE PHOENIX!
HE'S AFTER ME! I'VE GOT TO GET AWAY!
EASY, FELLA! YOU CAN RELAX NOW--A CARD-CARRYING AVENGER IS ON THE SCENE!
CAPTAIN AMERICA! THANK GOD!
WHAT HAPPENED TO YOU?
SOME COSTUMED NUT WITH A RAY GUN JUST TRIED TO KILL ME. HE WAS RAVING MAD, CAP--

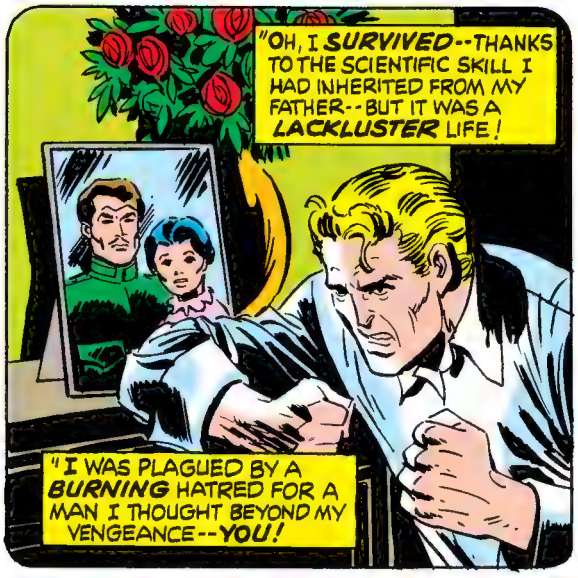

--SAID HE KNEW I WAS YOU IN DISGUISE-- THAT I COULDN'T ESCAPE HIS VENGEANCE!
THAT SOUNDS LIKE MY MAN ALL RIGHT! OKAY, PAL, SHOW ME WHERE THIS PSYCHOTIC PLAY-MATE OF YOURS IS HANGING OUT!
HE WAS IN THE ALLEY!
IT IS PHOENIX!
AND IF HE'S AS BANANAS AS YOU SAY--
THAT'S HIM!
--I'M NOT TAKING ANY CHANCES!
SMASH!
IT'S NOT THE REAL PHOENIX!
IT'S A ROBOT!
BUT THAT MEANS--
SSSSS
AGGG-- SOME KIND OF--
--GAS!
WHOOSH!

IT'S FILLING MY LUNGS--BURNING THEM! I CAN'T GET ANY--
--AIR!
HA-HA! IT WORKED! ONCE MORE CAPTAIN AMERICA IS HELPLESS BEFORE THE POWER OF--
--THE PHOENIX!
BUT THIS TIME, YOU STAR-SPANGLED SWINE, YOU WILL NOT ESCAPE ME! THIS DIRTY LITTLE ALLEY--
--IS YOUR FINAL BATTLEFIELD!
LET THAT THOUGHT PENETRATE YOUR OXYGEN-STARVED BRAIN, CAPTAIN AMERICA!
BUT WHY-- WHY?
WHY? WHEN YOU'VE SUFFERED AS MUCH AS I HAVE, YOU LIVING RELIC, THEN YOU CAN ASK THAT QUESTION!
AND THE ANSWER WILL COME IN THE SEARING BLAST OF MY DEATH-RAY!
WHO ARE YOOOOO...
FADE TO BLACK...

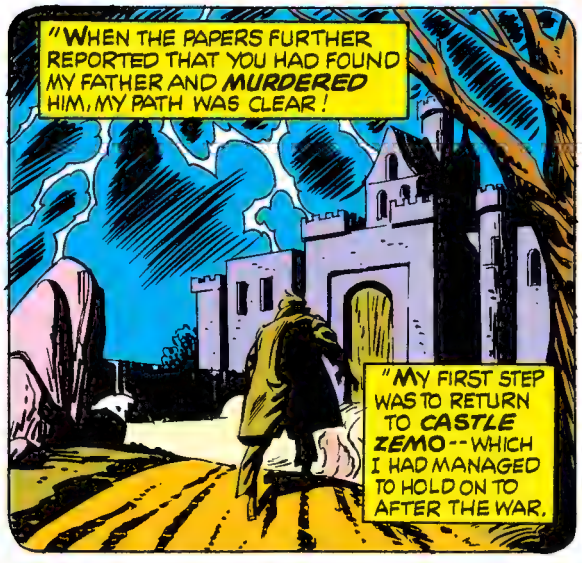
YOU RECOVERED FROM THE GAS FAR SOONER THAN I HAD EXPECTED, CAPTAIN AMERICA, BUT STILL NOT SOON ENOUGH TO SAVE YOURSELF!
THE CHAINS, OF COURSE, ARE FAR TOO STRONG FOR EVEN YOU TO SNAP!
WHAT'S BEHIND ALL THIS, PHOENIX? WHAT MADMAN'S GRUDGE DO YOU HAVE AGAINST ME?
OR ARE YOU JUST ANOTHER WOULD-BE WORLD-BEATER?
I WOULD HAVE THOUGHT MY IDENTITY WOULD HAVE BECOME OBVIOUS TO YOU, CAPTAIN--
MY NAMESAKE-- THE SPIRIT-BIRD OF LEGEND THAT RISES FROM THE ASHES OF ITS OWN DESTRUCTION TO LIVE ANEW--
THE DEATH-RAY I USED TO LURE YOU INTO MY TRAP--
--THE BOILING SUBSTANCE IN THE VAT BELOW YOU--
--OR DON'T YOU RECOGNIZE THAT SUBSTANCE--
--ADHESIVE X!

ADHESIVE X? IT CAN'T BE!
THE VILLAIN WHO INVENTED IT DIED YEARS AGO!
THERE'S NO WAY HE COULD HAVE SURVIVED! AND YOU'RE YEARS YOUNGER THAN HE WAS!
OF COURSE, I AM, YOU FOOL! BECAUSE THE MAN YOU CALL A VILLAIN--
--WAS MY FATHER--
--BARON ZEMO--
--THE MAN YOU DESTROYED!
"WHAT DO YOU REALLY KNOW OF THE MAN YOU MURDERED, CAPTAIN? YOU HATED HIM FOR HIS WORK ON BEHALF OF THE NAZIS --BUT MY MOTHER AND I--
"--WE LOVED HIM!
"HE WAS A BRILLIANT MAN, WORKING TIRELESSLY FOR THE CAUSE OF THE THIRD REICH. AND YOU AMERICANS CONDEMNED HIM FOR THIS--
"--DENYING HIS GENIUS, BECAUSE YOUR SCIENTIFIC KNOWLEDGE WAS SO PUNY IN COMPARISON TO HIS.
"AND WHEN HE INVENTED A MARVELOUS LASER DEVICE, DECADES BEFORE YOUR PEOPLE WOULD EVEN UNDERSTAND THE PRINCIPLES INVOLVED--*
"--YOUR PAPERS CALLED IT A DEATH-RAY AND STARTED AN INSIDIOUS PROPAGANDA CAMPAIGN AGAINST ITS INVENTOR.
* "THE DEATH RAY OF DR. ZEMO," SPECIAL MARVEL EDITION #8. --ROY THOMAS.

"THE CAMPAIGN WORKED! MY FATHER BECAME THE MOST HATED MAN IN GERMANY AND HAD TO WEAR A MASK TO CONCEAL HIS FACE FROM THOSE WHO WOULD HARM HIM.
"HE WAS WEARING IT THE DAY THAT YOU ATTACKED HIM!
"HE HAD JUST DEVELOPED ADHESIVE X, THE MOST POWERFUL ADHESIVE EVER INVENTED. ONCE APPLIED, NOTHING COULD REMOVE IT.
"YOU WERE DETERMINED TO ROB THE REICH OF THAT DISCOVERY,
"YOUR SHIELD CRASHED THROUGH THE ADHESIVE TANK--SPILLING ITS CONTENTS!"
"AND IN DESTROYING THE INVENTION, YOU ALSO DESTROYED THE INVENTOR.
"FOR THE CURSED MASK HE WAS FORCED TO WEAR HAD BECOME PERMANENTLY FIXED TO HIS FACE--NEVER TO BE REMOVED.
"AND THAT DROVE MY FATHER MAD!
"AND MADNESS CHANGED HIM THEN--HE RAGED--FUMED--AND EVEN TOOK HIS HATRED OUT ON HIS FAMILY.
"HIS LOVE WAS FOREVERMORE LOST TO US!
"HE LEFT MY MOTHER AND ME AND DISAPPEARED. THE ALLIES WERE FAST APPROACHING BERLIN.
HILDA ZEMO
1916-1943
"MY MOTHER DIED SOON AFTERWARD--SHE HAD NOT WANTED TO CONTINUE LIVING WITHOUT HIM.


"OH, I SURVIVED--THANKS TO THE SCIENTIFIC SKILL I HAD INHERITED FROM MY FATHER--BUT IT WAS A LACKLUSTER LIFE!
"I WAS PLAGUED BY A BURNING HATRED FOR A MAN I THOUGHT BEYOND MY VENGEANCE--YOU!

"UNTIL ONE DAY--
PICTORIAL REVIEW
CAPTAIN AMERICA BACK IN ACTION
FIRST PHOTOS OF FAMED HERO AS MEMBER OF AVENGERS


"WHEN THE PAPERS FURTHER REPORTED THAT YOU HAD FOUND MY FATHER AND MURDERED HIM, MY PATH WAS CLEAR!
"MY FIRST STEP WAS TO RETURN TO CASTLE ZEMO--WHICH I HAD MANAGED TO HOLD ON TO AFTER THE WAR.

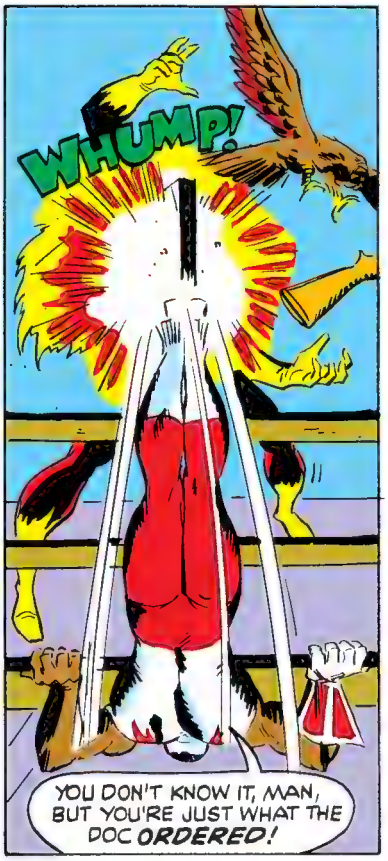
"THERE, SURROUNDED BY MY FATHERS GREATEST ACHIEVEMENTS, I THREW MYSELF INTO A STUDY OF HIS BOOKS AND NOTES.

"I WAS DETERMINED TO RECREATE HIS TWO GREATEST INVENTIONS--

"--ADHESIVE X--
"--AND THE DEATH RAY--
"--AND USE THEM TO DESTROY CAPTAIN AMERICA!"

AND, AS YOU'VE DOUBTLESS NOTICED, MY DEAR CAPTAIN, I'VE SUCCEEDED ADMIRABLY!
GIVE IT UP, SON. YOU DON'T REALLY WANT TO CONTINUE A BATTLE THAT SHOULD HAVE ENDED TWENTY-FIVE YEARS AGO, DO YOU?
YOU LOST YOUR FATHER-- I LOST MY PARTNER, AREN'T THOSE SACRIFICES ENOUGH TO OFFER UP TO THE GODS OF WAR?
DO YOU THINK A FLOWERY SPEECH WILL STOP ME NOW? YOU KILLED MY FATHER--
--AND YOU'RE GOING TO DIE FOR IT--
--IN A BOILING VAT OF ADHESIVE X!
YOU WANNA REPHRASE THAT, SOUR KRAUT?
KRASH!
THE FALCON!
GOOD GUESS, TUCSON!
FZASSK!
THE NAME OF YOUR DESTROYER IS PHOENIX!
SAME DIFFERENCE. THEY'RE BOTH IN ARIZONA.

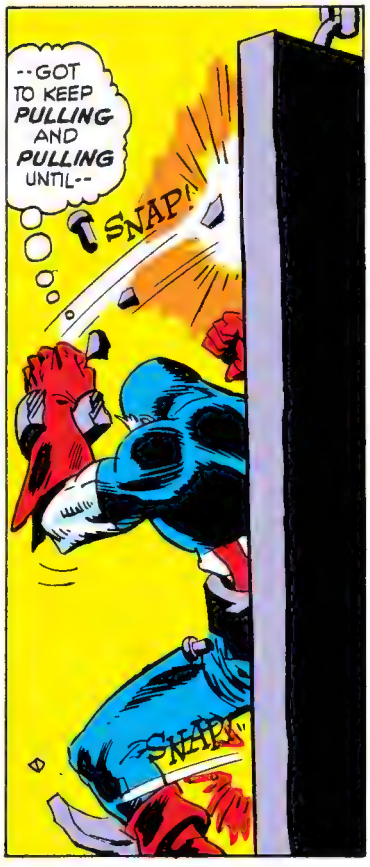
FALCON?
I LEFT YOU BACK IN HARLEM! HOW DID YOU MANAGE TO LOCATE ME HERE?
COME ON, CAP-- YOU DIDN'T REALLY EXPECT ME TO FALL FOR THAT "I-VANT-TO-BE-ALONE" ROUTINE, DID YOU?
I PUT A CERTIFIED SHIELD TRACER ON YOUR OWN GRAND OLD SHIELD!
AH, CAP? DO YOU MIND IF WE CONTINUE THIS JUST A BIT LATER--
-- I THINK I'M GOING TO BE BUSY!
PREPARE TO DIE, BLACK FLUNKY!
FZASH!
NOT THAT TIME, ARCHIE!
YOU CAN'T ESCAPE MY RAY FOR LONG, FALCON! YOU SHALL JOIN CAPTAIN AMERICA--
-- IN DEATH!
WHAT?! THE ACCURSED BIRD--
ARRGGH!
LOOKS LIKE BROTHER REDWING HAS GIVEN ME ALL THE OPENING I NEED--
--TO PUT SON OF FRANKENSTEIN AWAY FOR KEEPS!

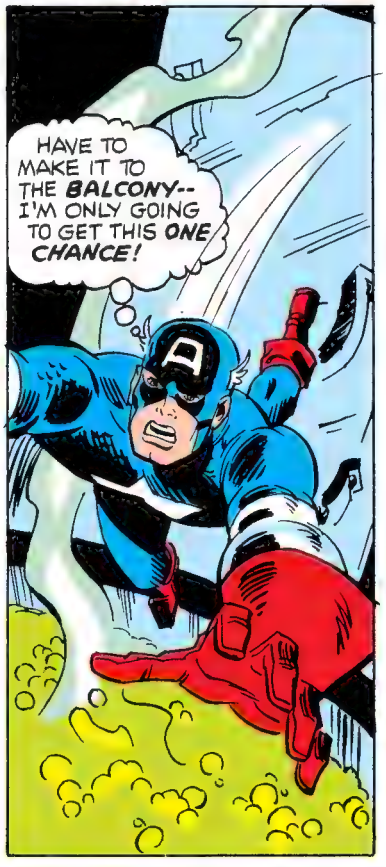

WHUMP!
YOU DON'T KNOW IT, MAN, BUT YOU'RE JUST WHAT THE DOC ORDERED!

I NEEDED SOMETHING TO PROVE THAT MY PARTNERSHIP WITH CAP WAS STILL A GOOD IDEA--
--AND BABY, YOU'RE IT!
WHAPP!

FALCON! EASE UP ON HIM! HE'S NOT A REAL VILLAIN-- JUST A MISGUIDED FOOL STILL FIGHTING WORLD WAR II!
IT'S NO USE! SAM CAN'T HEAR ME! BUT I CAN'T LET HIM INJURE THE PHOENIX!

THE WAR TOOK TOO MANY LIVES, LEFT TOO MANY HATREDS UNHEALED -- I CAN'T LET IT GO ON!
I'VE GOT TO USE ALL MY STRENGTH AS NEVER BEFORE--


--GOT TO KEEP PULLING AND PULLING UNTIL--
SNAP!
SNAP!


HAVE TO MAKE IT TO THE BALCONY-- I'M ONLY GOING TO GET THIS ONE CHANCE!

OOF! WHAT'S THE MATTER WITH YOU, CAP? YOU WANT THAT NUT TO GET AWAY?
LOCKING HIM UP ISN'T THE ANSWER TO TWENTY-FIVE YEARS OF BLIND HATRED--WE'VE GOT TO TRY TO REASON WITH HIM!
WHILE THOSE FOOLS ARE ARGUING, THEY'VE GIVEN ME THE OPPORTUNITY TO FINISH THEM OFF ONCE AND FOR ALL--
--WITH CAPTAIN AMERICA'S OWN SHIELD!
TURNING YOUR BACK ON ME WAS UNFORGIVABLY STUPID, CAPTAIN AMERICA!
WHAT?
DON'T BE A FOOL, MAN! YOU DON'T KNOW HOW TO USE MY SHIELD! YOU COULD--
HE AIN'T BUYING IT, CAP!
GUIDE MY HAND, MY FATHER--
--AS I AVENGE YOUR DEATH!
MISSED--BUT JUST BY A HAIR!
BUT NOW IT'S HEADING BACK AT THE PHOENIX!
SWAPP!
UHHH!

AIEEEE!
DEAR GOD! I'VE GOT TO TRY TO SAVE HIM--
IT'S TOO LATE CAP--
"TOO LATE."
THE BIG WAR JUST CLAIMED ANOTHER VICTIM, SAM--AND I COULDN'T SAVE HIM.
COME ON, STEVE. IT WASN'T YOUR FAULT.
WASN'T IT, SAM? THE AVENGERS REVIVED MORE THAN AN OUT-OF-SYNC SOLDIER WHEN THEY FREED ME FROM THAT ICEBERG--
WHAT DO YOU MEAN, STEVE?
THEY REVIVED A WHOLE GENERATION'S HATREDS--HATREDS THAT SHOULD'VE BEEN LEFT FROZEN A QUARTER OF A CENTURY AGO!
SAY IT AGAIN, SAM--SAY IT ISN'T MY FAULT!
MAYBE THE SECOND TIME, I'LL BELIEVE IT!
NEXT ISH: CAPTAIN AMERICA--FUGITIVE?

CAPT. AMERICA
MARVEL COMICS GROUP
APPROVED BY THE COMICS CODE AUTHORITY
20¢
169
JAN
02453
CAPTAIN AMERICA AND THE FALCON
YOU MAY BE A TRAINED ACROBAT, CAPTAIN AMERICA--
--BUT, YOU'LL SOON LEARN YOU ARE POWERLESS TO STOP--
...THE TUMBLER!
OUR CHALLENGE TO YOU. WE DARE YOU TO GUESS THE REASON FOR THE SECRET MEETING BETWEEN THE FALCON AND THE BLACK PANTHER!
WHEN A LEGEND DIES!"

Stan Lee PRESENTS: CAPTAIN AMERICA AND THE FALCON ™
STEVE ENGLEHART PLOT/SCRIPT (PP. 1-15)
MIKE FRIEDRICH SCRIPT (PP. 16-32)
SAL BUSCEMA ART
F. McLAUGHLIN INKER
C. JETTER, LETTERER P. GOLDBERG, COLORIST
ROY THOMAS EDITOR
WHEN A LEGEND DIES!
HOW IS IT WHEN YOU'RE THE FALCON?
WELL, THERE'S THE WARMING THRILL OF BEING PARTNER TO A NATIONAL HERO LIKE CAPTAIN AMERICA-- ALTHOUGH THE THRILL IS MIXED WITH THE NAGGING FRUSTRATION THAT YOU LIVE WITHIN THE SHADOW OF CAP'S FAR GREATER STRENGTH.
THERE'S THE SPECIAL COMPANIONSHIP YOU SHARE WITH YOUR HUNTING HAWK, REDWING...
1ST FEDERAL SAVINGS 6%
...THE LOVING COMPANIONSHIP YOU SHARE WITH A GIRL NAMED LEILA... THE AWE AND ADMIRATION OF YOUR FELLOW MEN... THE STARK STREETS OF HARLEM...
...AND TONIGHT, THERE IS A MURDEROUS ATTEMPT ON YOUR LIFE!

THAT CAR--
--IT'S TRYIN' TO RUN ME DOWN!
COMIN' TOO FAST! GOTTA SHOVE BACKW--
WUMP!
BLAM!
THE SUDDENLY STILL NIGHT AIR CARRIES THE SOUND OF THE SEDAN'S SCREAMING BRAKES FOR BLOCKS, BUT NO ONE HERE HEARS! THEY ARE ALL CAUGHT IN THE DRAMA OF THE MOMENT, THEIR EYES RAKING THE FALCON'S FORM FOR SIGNS OF SURVIVAL--
--AND THAT INCLUDES THE FALCON!
HE AIN'T DEAD! GET 'IM!
NO--HE AIN'T! BUT IF THE EXPRESSIONS ON THESE GENTLEMEN'S FACES MIRROR THEIR INTENTIONS...
...THEY PLAN TO FINISH THEIR NIGHT'S WORK!

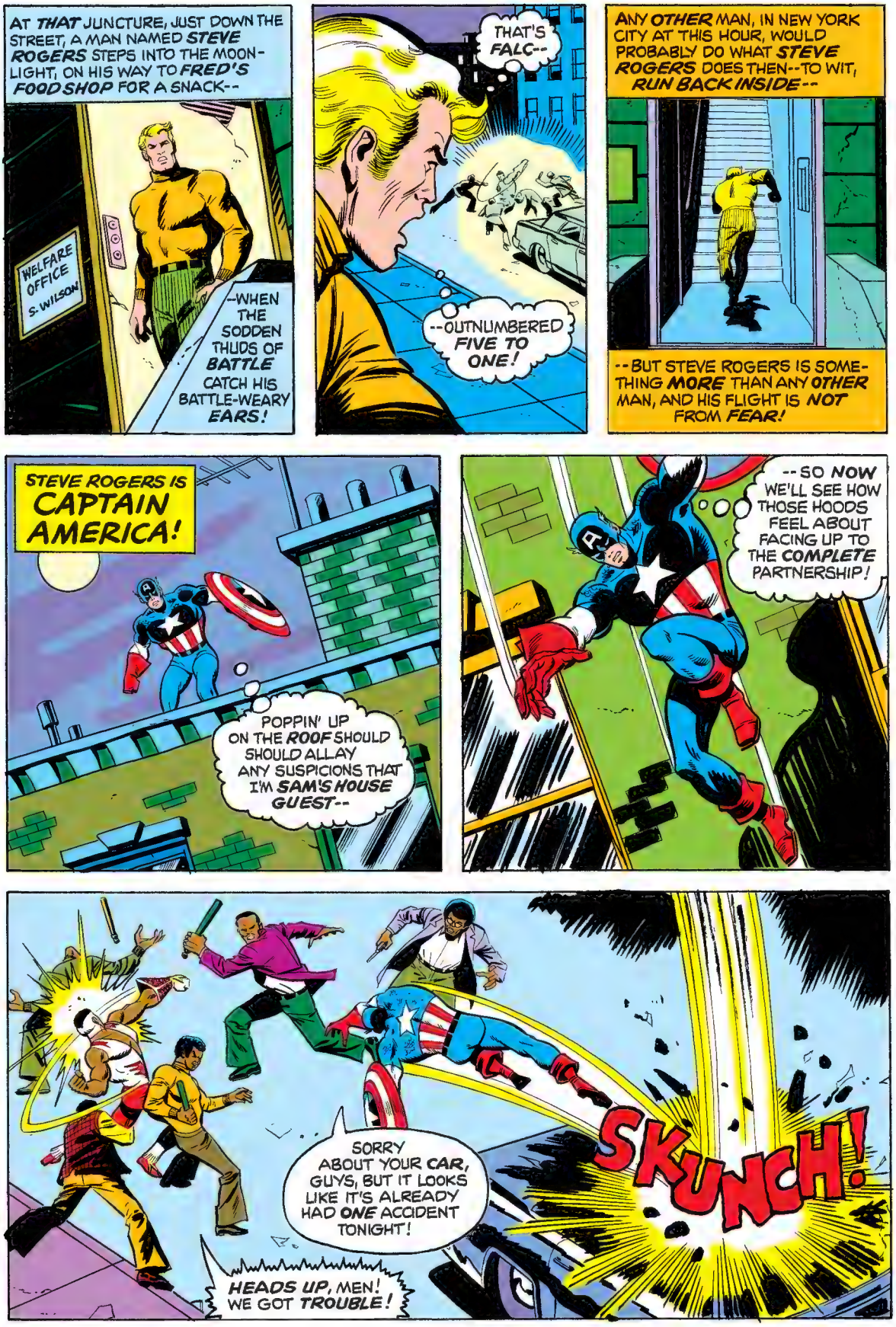
THEN AGAIN--WE CAN'T SEE THE FALCON'S FACE!
POW!
JEEZ, HE RECOVERS FAST! HOW CAN HE BE UP ALREADY?
SKAA!
WELL, MR. MORGAN DON'T PAY US FOR ANY EASY JOBS--

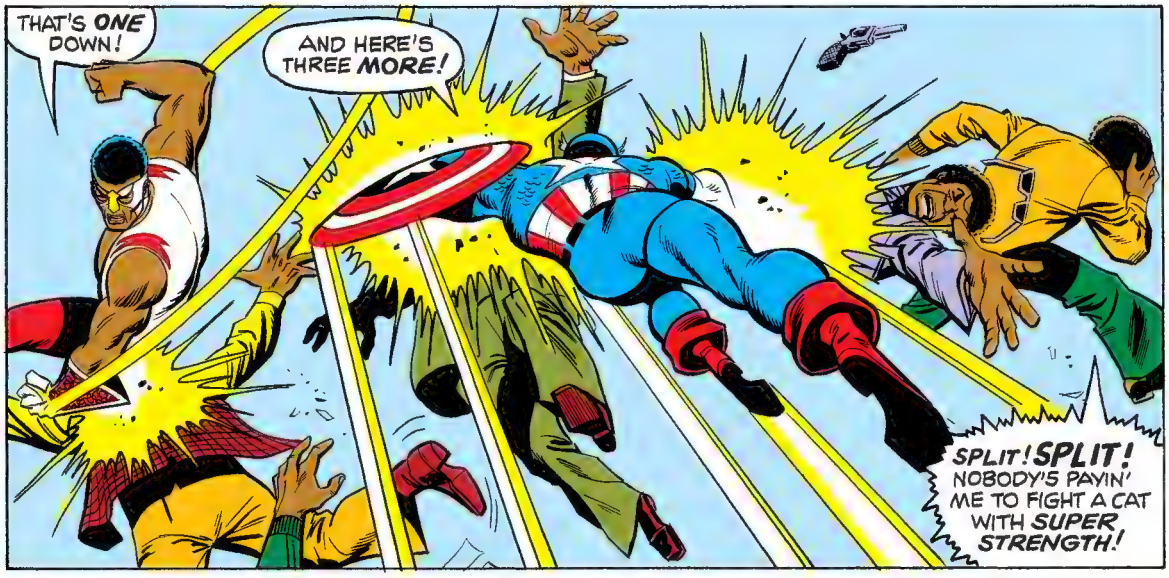
--AN' I NEVER FIGURED HIM WANTIN' THIS DUDE DEAD WAS GONNA BE A CHANGE!

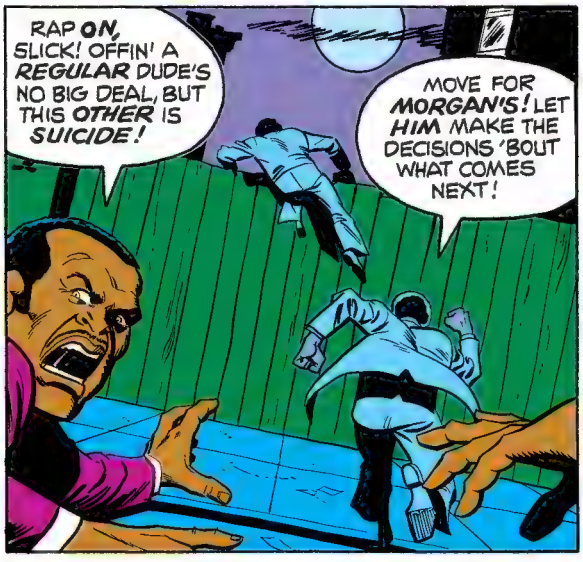
KEEP POURIN' IT ON, SPATS!
THE FALC'S MADE IT PLAIN HE AIN'T JOININ' MORGAN'S MOB--
--SO HE AIN'T GETTIN' A CHANCE TO MOVE AGAINST IT!

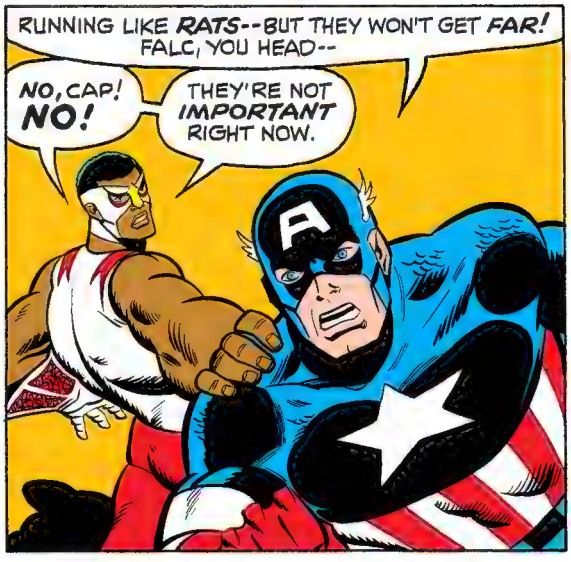
PUNT!

NOW WE SEE HIS FACE...
C'MON, YOU SCUM--ONE AT A TIME OR ALL TOGETHER--
C'MON, AN' JUST TRY TO KILL ME--
--AN' I'LL MAKE YOU WISH YOU WERE NEVER BORN!

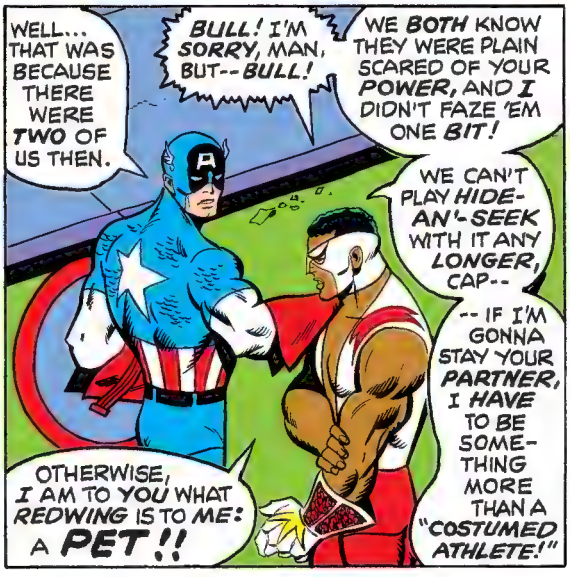

AT THAT JUNCTURE, JUST DOWN THE STREET, A MAN NAMED STEVE ROGERS STEPS INTO THE MOONLIGHT, ON HIS WAY TO FRED'S FOOD SHOP FOR A SNACK--
WELFARE OFFICE S. WILSON
--WHEN THE SODDEN THUDS OF BATTLE CATCH HIS BATTLE-WEARY EARS!
THAT'S FALC--
--OUTNUMBERED FIVE TO ONE!
ANY OTHER MAN, IN NEW YORK CITY AT THIS HOUR, WOULD PROBABLY DO WHAT STEVE ROGERS DOES THEN--TO WIT, RUN BACK INSIDE--
--BUT STEVE ROGERS IS SOMETHING MORE THAN ANY OTHER MAN, AND HIS FLIGHT IS NOT FROM FEAR!
STEVE ROGERS IS CAPTAIN AMERICA!
POPPIN' UP ON THE ROOF SHOULD SHOULD ALLAY ANY SUSPICIONS THAT I'M SAM'S HOUSE GUEST--
--SO NOW WE'LL SEE HOW THOSE HOODS FEEL ABOUT FACING UP TO THE COMPLETE PARTNERSHIP!
SORRY ABOUT YOUR CAR, GUYS, BUT IT LOOKS LIKE IT'S ALREADY HAD ONE ACCIDENT TONIGHT!
HEADS UP, MEN! WE GOT TROUBLE!
SKUNCH!


THAT'S ONE DOWN!
AND HERE'S THREE MORE!
SPLIT! SPLIT! NOBODY'S PAYIN' ME TO FIGHT A CAT WITH SUPER STRENGTH!


RAP ON, SLICK! OFFIN' A REGULAR DUDE'S NO BIG DEAL, BUT THIS OTHER IS SUICIDE!
MOVE FOR MORGAN'S! LET HIM MAKE THE DECISIONS 'BOUT WHAT COMES NEXT!


RUNNING LIKE RATS--BUT THEY WON'T GET FAR! FALC, YOU HEAD--
NO, CAP! NO!
THEY'RE NOT IMPORTANT RIGHT NOW.

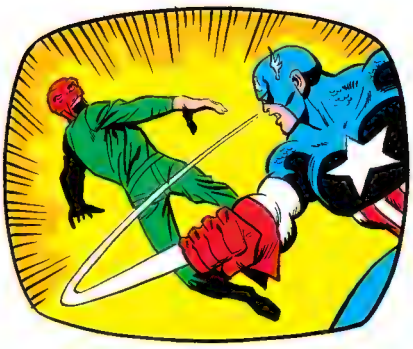
NOT IMPORTANT? THEY TRIED TO KILL YOU, FALC!
YEAH, BUT I KNOW WHO THEY WORK FOR. I CAN DIG 'EM UP WHEN I WANT TO.
THE IMPORTANT THING IS THE WAY THEY RAN, JUST 'CAUSE YOU SHOWED UP.


WELL... THAT WAS BECAUSE THERE WERE TWO OF US THEN.
BULL! I'M SORRY, MAN, BUT-- BULL!
WE BOTH KNOW THEY WERE PLAIN SCARED OF YOUR POWER, AND I DIDN'T FAZE 'EM ONE BIT!
WE CAN'T PLAY HIDE-AN'-SEEK WITH IT ANY LONGER, CAP--
-- IF I'M GONNA STAY YOUR PARTNER, I HAVE TO BE SOMETHING MORE THAN A "COSTUMED ATHLETE!"
OTHERWISE, I AM TO YOU WHAT REDWING IS TO ME: A PET!!

SAM....IF YOU REALLY FEEL THAT BADLY ABOUT IT, I'LL DO ANYTHING I CAN TO HELP--EVEN THOUGH I REALLY FEEL YOU'RE FINE THE WAY YOU ARE.
BESIDES, HOW DO YOU PLAN TO GET EXTRA POWERS? MACY'S DOESN'T RUN SPECIALS ON THEM VERY OFTEN, YOU KNOW.
WELL, I WAS THINKIN' MAYBE THE AVENGERS COULD COME UP WITH SOMETHING.
HMMM, MAYBE HANK PYM COULD INVENT A SERUM FOR YOU...OR TONY STARK COULD DEVISE SOMETHING MECHANICAL....
NO. NOT THEM...
THE GUY I'D HAD IN MIND, ACTUALLY, WAS THE BLACK PANTHER. FROM WHAT YOU'VE TOLD ME ABOUT THE SCIENTIFIC WONDERS HE'S HELPED CREATE IN HIS HIDDEN LAND, I'D SAY HE'S AS HOT AS THE OTHERS...
...AND HE'S BLACK...WHICH WOULD MAKE ME FEEL EASIER.
OKAY, FALC--I'LL HEAD DOWN TO AVENGERS HEADQUARTERS AND TALK TO T'CHALLA RIGHT NOW.
SEE YOU IN A COUPLE OF HOURS!
THANKS, CAP. I--
THANKS.
WELL, IT HAD TO HAPPEN, I SUPPOSE. FROM THE DAY WE JOINED FORCES--EVEN WHEN I HAD NO EXTRA STRENGTH--SAM'S FELT AS IF HE WERE STANDING IN MY SHADOW.
THERE WAS THAT TIME HE TRIED TO CAPTURE SPIDER-MAN*..THE TIMES HE WALKED OUT ON ME SIMPLY TO PROVE HE COULD STAND ON HIS OWN TWO FEET.
HE HAS A RIGHT TO BETTER HIMSELF, OF COURSE.
I ONLY WISH I BELIEVED THAT WHAT HE WANTS IS FOR THE BETTER.
*CA&F #137-138.--ROY.
NOTHING IS MORE CONDUCIVE TO PRIVATE THOUGHTS THAN RIDING A MOTORCYCLE...SO CAP HARDLY NOTICES THE STORE WINDOWS AS HE ROARS DOWN BROADWAY INTO THE HEART OF THE CITY THAT NEVER SLEEPS...
...UNTIL SUDDENLY...
HUH? THAT'S ME ON THE SCREEN.
...AND HE PULLS OVER TO LOOK.

"GOOD DAY, MY FELLOW AMERICANS. THIS IS A MAN MANY OF YOU KNOW: ***CAPTAIN AMERICA.***

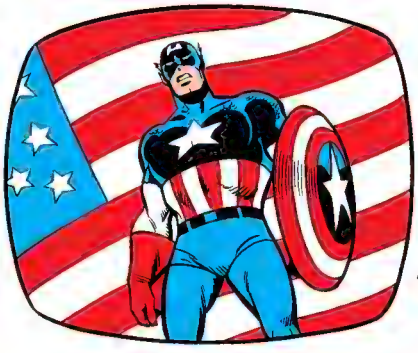
"FOR YEARS, CAPTAIN AMERICA HAS BEEN A ONE-MAN ***VIGILANTE COMMITTEE,*** ATTACKING ANYONE HE DEEMED A ***CRIMINAL.*** SOME WERE ***CLEARLY*** SUCH--



"--BUT OTHERS WERE ***PRIVATE CITIZENS***-- MEN THE ***RECOGNIZED*** LEGAL AGENCIES HAD ***NEVER*** MOLESTED!

"IN FACT, RECOGNIZED LEGAL AGENCIES ARE ***HARDLY EVER*** INVOLVED IN CAPTAIN AMERICA'S ***HEADLONG*** PURSUIT OF HIS ***INDIVIDUAL*** CONCEPT OF LAW AND ORDER. HE IS ***UNWELCOME*** FOR EXAMPLE, AT ***SHIELD.***

"WHO ***IS*** CAPTAIN AMERICA? HE WRAPS HIMSELF IN OUR NATION'S PROUD ***FLAG,*** YET ***NO ONE*** IN OUR GOVERNMENT IS ***RESPONSIBLE***-- OR WILL ***TAKE RESPONSIBILITY FOR*** ---HIS ACTIONS.



"PERHAPS THE ***REASON*** FOR THIS LIES IN ***CHEMICALS***-- WHICH, MANY RUMORS ALLEGE, ***CREATED*** HIS UNNATURAL ABILITIES IN A SECRET ***LABORATORY!***

"YET HE ***CONTINUES*** TO ***ROAM THE STREETS,*** STRIKING AT ***WILL*** AT THOSE WHO ***DISPLEASE*** HIM! HE ***CLAIMS*** HE DOES IT ALL FOR ***AMERICA!***

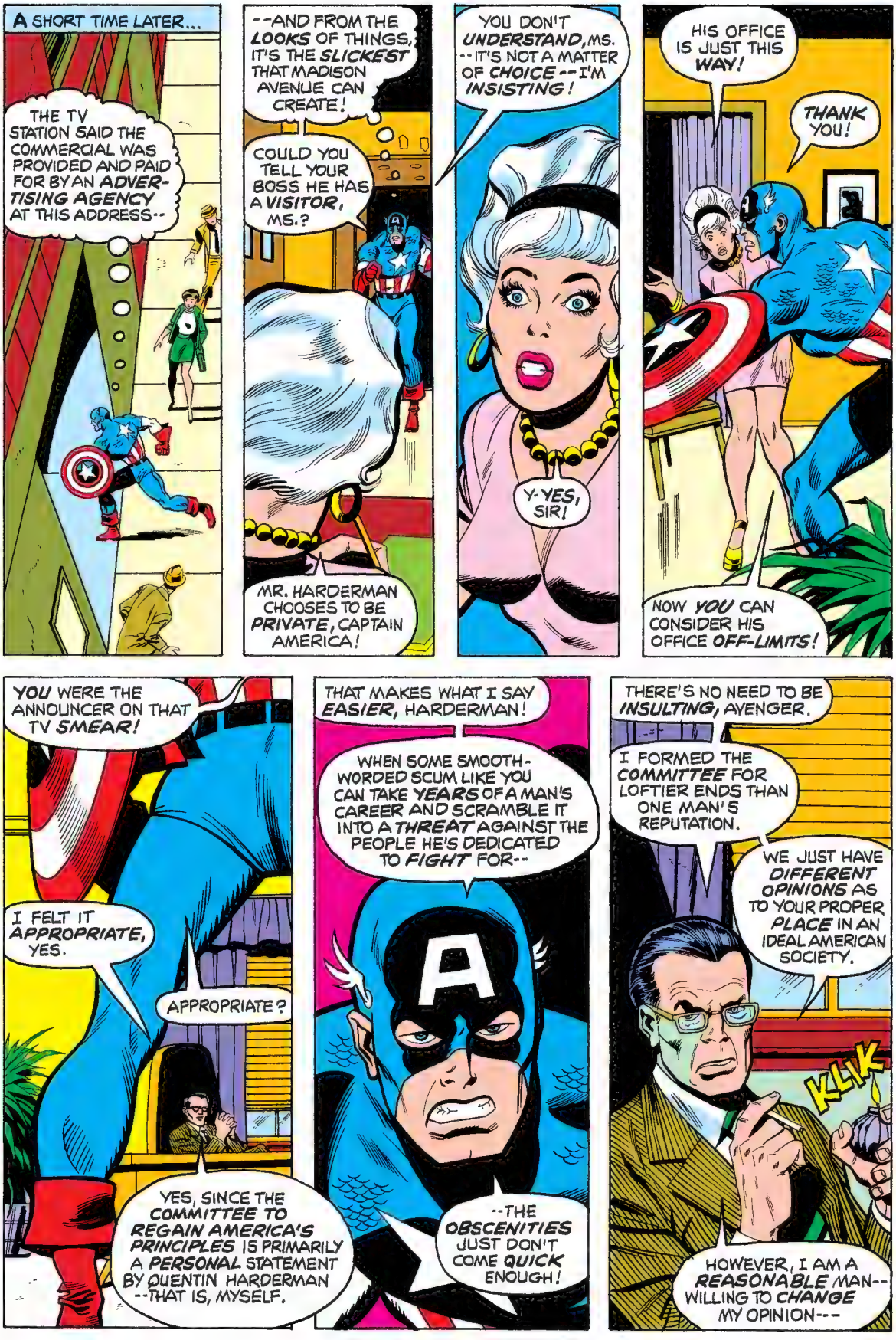
"***YOUR*** AMERICA?"

THIS PUBLIC REMINDER PAID FOR BY THE—

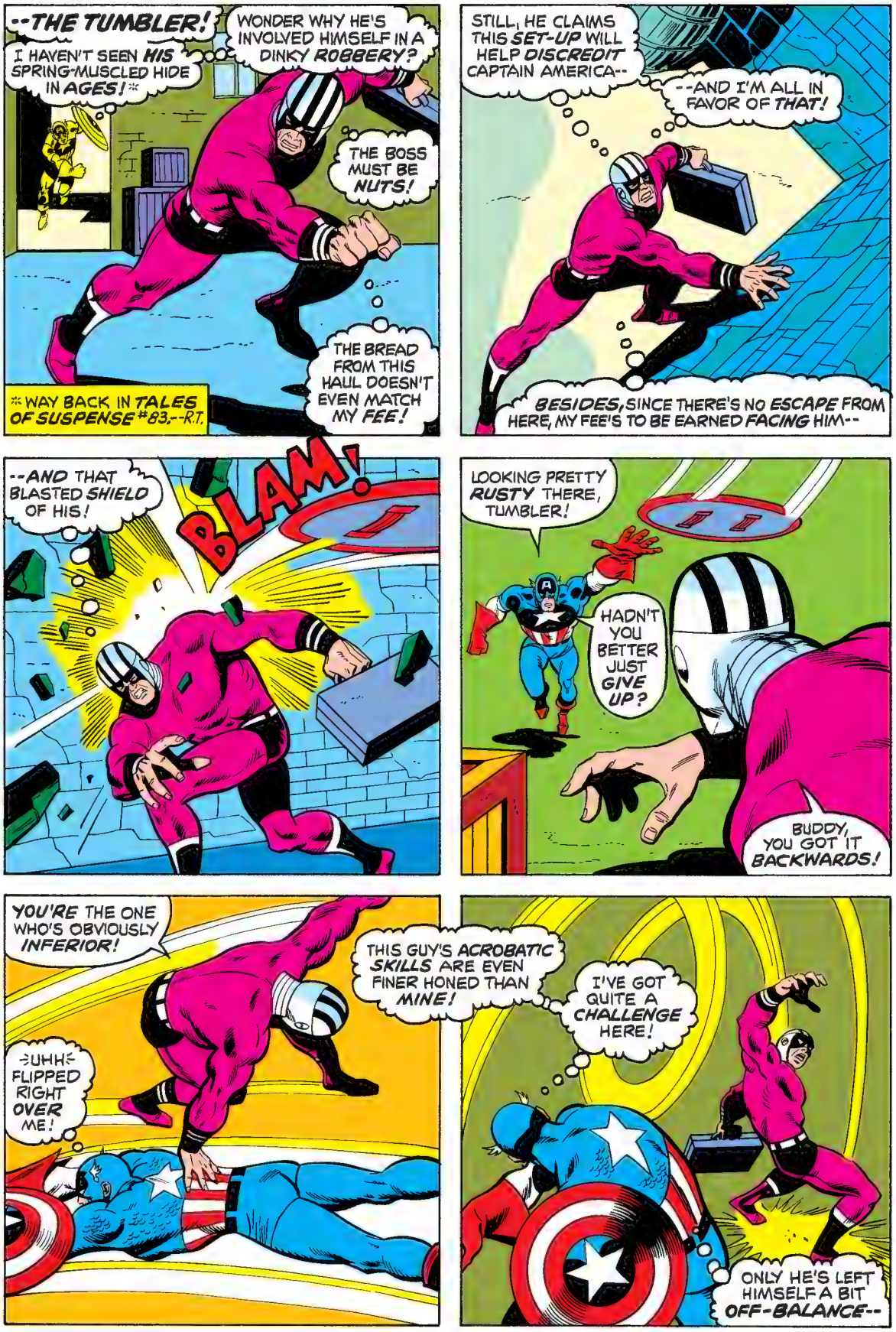
COMMITTEE TO REGAIN AMERICA'S PRINCIPLES

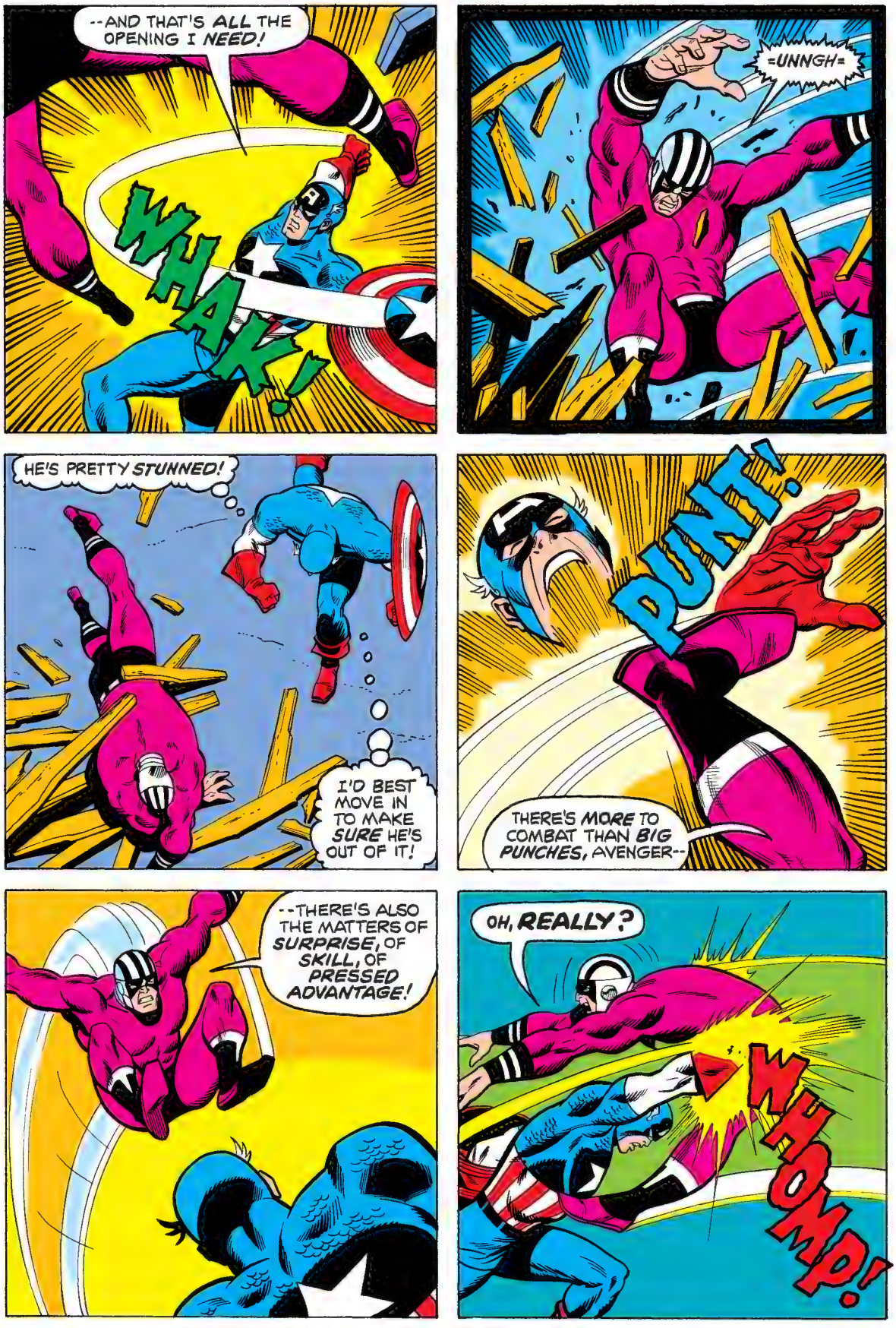
FOR A MOMENT THERE CAN ONLY BE BLANK SHOCK--BUT THEN RAGE CRASHES OVER HIM!
WHAT IN THE WORLD?
NONE OF THAT IS TRUE!
THEY DELIBERATELY USED NEGATIVE PHRASES--DISTORTIONS! SURE, DR. FAUSTUS WAS A PRIVATE CITIZEN!* SO WAS AL CAPONE!
AND THAT PICTURE THEY USED OF MY PUSHING PAST THE POLICE--THAT WAS TAKEN WHEN I WAS GOING THROUGH A BARRICADE TO CAPTURE THE FAKE CAPTAIN AMERICA!**
*ISH # 107, 161-162.--ROY.
**ISH #156.--R.T.
THIS WAS WHAT PEGGY WARNED ME ABOUT: THE ADVERTISEMENTS TRYING TO TURN THE PUBLIC AGAINST ME!*
BUT SOMETHING THAT ABSURD IS BOUND TO BLOW ITSELF OUT WHEN IT COMES UP AGAINST MY RECORD--EH?
* ISH # 165.--GUESS WHO.
A CROWD--GATHERED WHILE I WAS TALKING TO MYSELF!
LISTEN, ALL OF YOU--I'VE NEVER DONE AN ILLEGAL THING IN MY ENTIRE LIFE!
I'VE DEVOTED THAT LIFE TO ONLY ONE GOAL: THE BETTERING OF LIFE IN AMERICA IN WHATEVER WAY I COULD!
YOU ALL HAVE HEARD OF ME! YOU KNOW WHAT I AM! YOU WON'T BELIEVE A SLICK ADVERTISING PITCH, WILL YOU?
SUCCESS...LOVE... YOU KNOW THESE DEPEND ON WHAT OTHERS THINK OF YOU...AND OUR NEW, IMPROVED WASHDAY MIRACLE, DELIGHT, PROMISES CLEANER, BRIGHTER--
SURE, CAP, SURE... ANYTHING YOU SAY...
HE LOOKS MAD, HARRY--AND HE'S STRONG AS AN OX!
AND HIS IMPOTENT ASTONISHED FURY IS INCREDIBLE TO BEHOLD! HIS TEETH CLENCH, HIS NOSTRILS FLARE, HIS MUSCLES BUNCH--
--AND THEN HE WORDLESSLY LEAPS ABOARD HIS CYCLE AND ROARS AWAY!

EARLY THE NEXT MORNING...
SHEE-OO! LOOK AT THAT FLYIN' TEACUP!
CLEAR THE STREET, PEOPLE! THE PRECINCT'S GIVEN ME ORDERS ON THIS!
THAT'S THE PRIVATE TRANSATLANTIC SHIP OF--
--THE BLACK PANTHER!
HEY DIG! THERE'S THE FALCON, TOO!
YES, IT MAY BE EARLY, BUT IT'S A GOOD MORNING--AND THE MOST IMPORTANT MORNING IN THE FIGHTING FALCON'S LIFE.
HELLO, T'CHALLA. CAP TOLD ME YOU'D BE BY.
IF YOU DON'T MIND, I'M BRINGING MY WOMAN ALONG. IT COULD BE DANGEROUS, LEAVING HER HERE ALONE!
OF COURSE, YOU'RE VERY WELCOME, MISS--WAKANDA WILL BE SUNNIER FOR YOUR PRESENCE.
WE'LL LEAVE FOR MY LAND IN A MOMENT--BUT SPEAKING OF CAP... I THOUGHT HE WOULD BE HERE.
I'M HERE! I ENDED UP NOT SLEEPING LAST NIGHT AFTER I GOT BACK--AND THEN FELL OUT AT DAWN.
BUT I COULDN'T MISS MY PARTNER'S BEGINNING A NEW PHASE OF HIS LIFE!
MAKE YOURSELF HAPPY, FALC!
I WILL, CAP! HANG IN THERE WHILE I'M GONE!
THEN THE AFRICAN KING AND THE TWO HARLEM LOVERS LIFT OFF, HEADED FOR THE UNKNOWN.
...AND THE WIDE SMILE ON CAP'S FACE ALSO LIFTS OFF!
HAD TO PUT ON A SHOW FOR FALC, SO HE COULD GO WITH A CLEAR CONSCIENCE...
...BUT NOW I'M GETTING DOWN TO BUSINESS! NOW I'M PAYING A VISIT TO THIS COMMITTEE!


A SHORT TIME LATER...
THE TV STATION SAID THE COMMERCIAL WAS PROVIDED AND PAID FOR BY AN ADVERTISING AGENCY AT THIS ADDRESS--
--AND FROM THE LOOKS OF THINGS, IT'S THE SLICKEST THAT MADISON AVENUE CAN CREATE!
COULD YOU TELL YOUR BOSS HE HAS A VISITOR, MS.?
MR. HARDERMAN CHOOSES TO BE PRIVATE, CAPTAIN AMERICA!
YOU DON'T UNDERSTAND, MS. --IT'S NOT A MATTER OF CHOICE --I'M INSISTING!
Y-YES, SIR!
HIS OFFICE IS JUST THIS WAY!
THANK YOU!
NOW YOU CAN CONSIDER HIS OFFICE OFF-LIMITS!
YOU WERE THE ANNOUNCER ON THAT TV SMEAR!
I FELT IT APPROPRIATE, YES.
APPROPRIATE?
YES, SINCE THE COMMITTEE TO REGAIN AMERICA'S PRINCIPLES IS PRIMARILY A PERSONAL STATEMENT BY QUENTIN HARDERMAN --THAT IS, MYSELF.
THAT MAKES WHAT I SAY EASIER, HARDERMAN!
WHEN SOME SMOOTH-WORDED SCUM LIKE YOU CAN TAKE YEARS OF A MAN'S CAREER AND SCRAMBLE IT INTO A THREAT AGAINST THE PEOPLE HE'S DEDICATED TO FIGHT FOR--
--THE OBSCENITIES JUST DON'T COME QUICK ENOUGH!
THERE'S NO NEED TO BE INSULTING, AVENGER.
I FORMED THE COMMITTEE FOR LOFTIER ENDS THAN ONE MAN'S REPUTATION.
WE JUST HAVE DIFFERENT OPINIONS AS TO YOUR PROPER PLACE IN AN IDEAL AMERICAN SOCIETY.
KLIK
HOWEVER, I AM A REASONABLE MAN-- WILLING TO CHANGE MY OPINION---

--IF YOU CAN PROVE YOURSELF TO ME...
...BY, SAY... OH... CONTRIBUTING YOUR BOXING SKILLS FOR A CHARITY EXHIBITION I'M TIED INTO...?
MISTER, I'VE DONE HUNDREDS OF THOSE--BUT IF ONE MORE GETS YOU OFF MY BACK--
--IT'S A DEAL!
VERY GOOD, THEN!
I'LL MAKE THE ARRANGEMENTS!
THIS IS "STATION WAGON-1"! THE PLAN IS OPERATIVE! GOT THAT?
YES, IMMEDIATELY!
I DON'T KNOW IF I DID THE RIGHT THING IN EVEN SEEING THAT CLOWN!
MAYBE I SHOULD HAVE JUST IGNORED IT UNTIL IT BLEW OVER!
BUT I GUESS I'VE ALWAYS BELIEVED IN A DIRECT ACTION APPROACH TO THINGS!
=HMMPH= SURE WALKS LIKE HE OWNS THE WORLD.'
MAYBE THOSE ADS ARE RIGHT!
SPEAKING OF ACTION--THERE'S A DISTINCT CRY FOR AID!
WINES
HELP!
AND EVEN IF I HAVE A HASSLE WITH SUBTLE ATTACKERS LIKE THAT COMMITTEE--
--BUSTING LAWBREAKERS IS WHAT I DO BEST!
LOOKS LIKE AN ASSAULT AND ROBBERY TO ME--
--AND THERE GOES THE THIEF!
THE COSTUME! IT LOOKS LIKE--


--THE TUMBLER!
I HAVEN'T SEEN HIS SPRING-MUSCLED HIDE IN AGES! *
WONDER WHY HE'S INVOLVED HIMSELF IN A DINKY ROBBERY?
THE BOSS MUST BE NUTS!
THE BREAD FROM THIS HAUL DOESN'T EVEN MATCH MY FEE!
* WAY BACK IN TALES OF SUSPENSE #83,--R.T.
STILL, HE CLAIMS THIS SET-UP WILL HELP DISCREDIT CAPTAIN AMERICA--
--AND I'M ALL IN FAVOR OF THAT!
BESIDES, SINCE THERE'S NO ESCAPE FROM HERE, MY FEE'S TO BE EARNED FACING HIM--
--AND THAT BLASTED SHIELD OF HIS!
BLAM!
LOOKING PRETTY RUSTY THERE, TUMBLER!
HADN'T YOU BETTER JUST GIVE UP?
BUDDY, YOU GOT IT BACKWARDS!
YOU'RE THE ONE WHO'S OBVIOUSLY INFERIOR!
THIS GUY'S ACROBATIC SKILLS ARE EVEN FINER HONED THAN MINE!
I'VE GOT QUITE A CHALLENGE HERE!
=UHH= FLIPPED RIGHT OVER ME!
ONLY HE'S LEFT HIMSELF A BIT OFF-BALANCE--


--AND THAT'S ALL THE OPENING I NEED!
WHAK!
=UNNGH=
HE'S PRETTY STUNNED!
I'D BEST MOVE IN TO MAKE SURE HE'S OUT OF IT!
PUNT!
THERE'S MORE TO COMBAT THAN BIG PUNCHES, AVENGER--
--THERE'S ALSO THE MATTERS OF SURPRISE, OF SKILL, OF PRESSED ADVANTAGE!
OH, REALLY?
WHOMP!

NOW I'M SURE TUMBLER'S HAD IT!
I THINK I'LL CALL THE POLICE--
--AND MAKE SURE I GET PUBLIC CREDIT FOR HIS CAPTURE!
CAN'T HURT, AFTER ALL!
MY GUT'S LIKE MASHED POTATOES--
--BUT I'M NOT OUTTA THE ACTION YET!
I GOTTA USE CAPTAIN AMERICA AGAINST HIMSELF--
TUMBLER'S ATTACKING AGAIN?!
HE'S CHARGING HARD-- I'VE GOT TO DEFEND MYSELF-- FAST!
SPOING!
HA-HA! YOU FOOL! I'VE NEVER SEEN A BETTER SPRING-BOARD!
YOU OUGHTA GO INTO THE SWIMMING POOL BUSINESS, DUMMY! HA-HA!
TRICKED!!
HOW COULD I LET MYSELF GET TAKEN BY THAT STUNT?
I REACTED LIKE AN AMATEUR --RIGHT INTO HIS HANDS!
HE CAN'T HAVE GONE FAR--I'M GOING TO FIND THAT TRICKSTER--
--BEFORE HE STRIKES AGAIN!

BUT THERE'S NOT A TUMBLER IN SIGHT--AND A HARD SEARCH TURNS UP NO ONE HIDDEN AS WELL...
...SO...
I WONDER IF SHARON'S SEEN THAT TV AD YET...
...THOUGH I WOULDN'T BE SURPRISED TO FIND IT ALL OVER THE TUBE!
AND AT MS. CARTER'S APARTMENT....
STEVE! I'M SO GLAD YOU'RE HERE!
WHAT'S WRONG? DID THOSE ADS--?
OH, NO--IT'S MY SISTER, PEGGY!
WHY? WHAT'S HAPPENED?
YOU KNOW HOW SHE THINKS YOU TWO ARE STILL IN LOVE--LIKE IN THE 'FORTIES!
WELL, SHE --SHE'S JOINED SHIELD!
WHAT? WHY ON EARTH?
SHE WANTS TO BE BY YOUR SIDE--AS A FIGHTER--AND SHE FIGURES SHIELD'S THE PLACE TO GET HER WAR-YEARS TRAINING BACK!
STEVE--THIS CAN'T GO ON!
SHE'S GOT TO KNOW SOME-DAY... ABOUT US!
I...REALIZE THAT!
I THINK IT'S TIME I TOLD HER!
BUT FIRST I'M GONNA SEE NICK FURY--AND DESPITE THE ANIMOSITY BETWEEN US, TRY TO CONVINCE HIM TO POLITELY TURN PEGGY DOWN!
YET AT SHIELD'S HIDDEN NEW YORK STATION....
YOU WANNA BEAM UP TO THE HELI-CARRIER TO SEE THE BOSS?
'LESS YOU GOT A WORLD-BREAKIN' EMERGENCY, I GOT ORDERS TO THE WORD YOU'RE PERSONA NON GRATA, JACK!
NOW, LISTEN--
NO, YOU LISTEN, ROCK-HEAD!

VAL!
ADDRESS ME AS CONTESSA PLEASE--AS YOU BOW RESPECTFULLY BEFORE LEAVING!
IT'S ALL RIGHT, AGENT 135--I'LL HANDLE THIS!
C'MON, VAL--THIS IS PERSONAL, BETWEEN FURY AND ME!
LET ME TELL YOU SOMETHING, MISTER! I KNOW NICK INSIDE OUT--
--AND PERSONALLY, HE'S CHEERING THAT SUDDEN AD CAMPAIGN!
IN CRUDER TERMS--
--GET LOST!
HAVE IT YOUR WAY, THEN!
BUT IF YOU WERE SERIOUS ABOUT THOSE BOWS--FORGET IT!
AND SO, SHORTLY, IN THE OFFICE OF SOCIAL WORKER SAM WILSON (THE FALCON, Y'ALL!)...
I KNEW IF I DIDN'T LET PEGGY KNOW WHERE MY HEART REALLY LIES, IT'D CATCH UP TO ME...
...BUT I DIDN'T WANT TO HURT HER--COPING WITH TWENTY-FIVE MISSING YEARS OF HER LIFE HAS BEEN HARD ENOUGH!*
* CAP/FALC #161. -- R.T.
COMBINED WITH THIS NEW PUBLIC DISTRUST OF ME, IT'S BEEN ONE OF THOSE TIMES WHEN THE RUG'S BEEN PULLED OUT--
--AND IT GETS HARD TO JUST KEEP STANDING!
YEAH, WELL, I'VE NEVER SOLVED ANYTHING JUST BY CRYING OVER IT--
--IT'S BEST I SLEEP ON IT--AND TAKE IT DAY BY DAY!

AND THEN MAYBE TOMORROW WILL BE A BIT BRIGHTER, EH, CAP?
WELL, MAYBE...
MAY...BE..!
EXHIBIT HALL #
HEY, GUYS--IT'S CAPTAIN AMERICA!
HOW COW--AN' I AIN'T GOT A SPITWAD WORTH OF PAPER FOR HIM TO SIGN!
LET 'IM 'C.A.' YOUR WRIST. WHO SAID YOU HADDA WASH IT?
BUT, AS THE ADMIRERS SWARM AROUND...
HMMM....IS HERO-WORSHIP LIKE THAT SAFE FOR OUR COUNTRY?
I USETA RESPECT CAPTAIN AMERICA, BUT IF THOSE ADS ARE RIGHT...
AH, THE CAMPAIGN PROCEEDS WELL! MY PARTNER WILL BE PLEASED--
--AND SO WILL THE VIPER, WHO STARTED IT ALL!
SAY, BOSS--THAT AVENGER MIGHT RECOGNIZE ME!
QUIET, TUMBLER--YOU HAVE NOTHING TO FEAR! JUST...AH, WATCH HIM SQUIRM!
MAY I INTRODUCE YOUR... PARTNER... IN THIS AFFAIR--
--JOHN ROBERT KEANE!
KEANE?! I...KNOW THAT NAME--!
YES, FROM WHEN YOU WERE BOOKED WHEN I FIRST CAPTURED YOU--
--THE TUMBLER!
THOUGHT YOU'D FLAUNT YOUR FREEDOM, EH? A MAN LIES CRITICALLY INJURED BECAUSE OF YOU--
--SO YOU CAN KISS YOUR FREEDOM GOODBYE!

I THOUGHT THIS'D BE A JOKE--
-- BUT NO MATTER WHAT THE BOSS SAYS-- I AIN'T LAUGHIN'!
SNUKK
THAT'S JUST THE BEGINNING, BUDDY--
THERE'S SOME ROTTEN FISH HERE--
--JUST DEMANDING TO BE WRAPPED UP!
I AIN'T GOT MY SUIT ON--BUT THAT DON'T MEAN I CAN'T MOVE!
THARK!
NO WAY, TUMBLER-- THOSE CIVVIES SLOW YOU DOWN TOO MUCH!
YOU'RE GOING NO-WHERE--
--NO-HOW!
I'M STOPPING YOU NOW--
-PERMANENTLY!
THUMP!

SUDDENLY....
GGAARK!
HUH? WHAT'S YOUR GAME NOW, TUMBLER?
YOU TRYING TO ACT YOUR WAY OUT OF THIS?
NO WAIT! HE-HE'S REALLY...DEAD!
JUST AS PLANNED! THAT SUCKER DIDN'T KNOW HE WAS BEING SET UP ALL ALONG!
I-I DON'T BELIEVE IT!
BUT YOU SAW IT, LADY--SAME AS THE REST OF US!
CAPTAIN AMERICA KILLED HIM!
I DIDN'T HURT HIM NEARLY THAT BAD! HOW COULD IT HAPPEN?
QUITE EASILY, CAPTAIN AMERICA--
-- WITH A SLIVER-THIN LASER BEAM THRU THE SKULL FROM MY PRE-ARRANGED SNIPER NEST!
MY PARTNER HARDERMAN PLANNED THIS SO PERFECTLY! FIRST, HE DISCREDITED YOU--
--AND NOW IT'S MY TURN--
--TO DEMOLISH YOU!
NEXT MONTH!
WANTED FOR MURDER: CAPTAIN AMERICA!

CAPT AMERICA
MARVEL COMICS GROUP
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CAPTAIN AMERICA AND THE FALCON
HAH! I DEFEATED CAPTAIN AMERICA! I DID IT-- I, MOON-STONE!
DON'T-- START CROWING YET, MISTER-- I'LL FIGHT BACK-- TILL I'M TOO BATTERED TO STAND!
NEGATIVE, AVENGER-- 'CAUSE WE'RE BOOKING YOU-- AND THE CHARGE IS MURDER!
WHY IS CAPTAIN AMERICA A WANTED CRIMINAL?
FIND OUT-- INSIDE!

Stan Lee PRESENTS: CAPTAIN AMERICA AND THE FALCON™

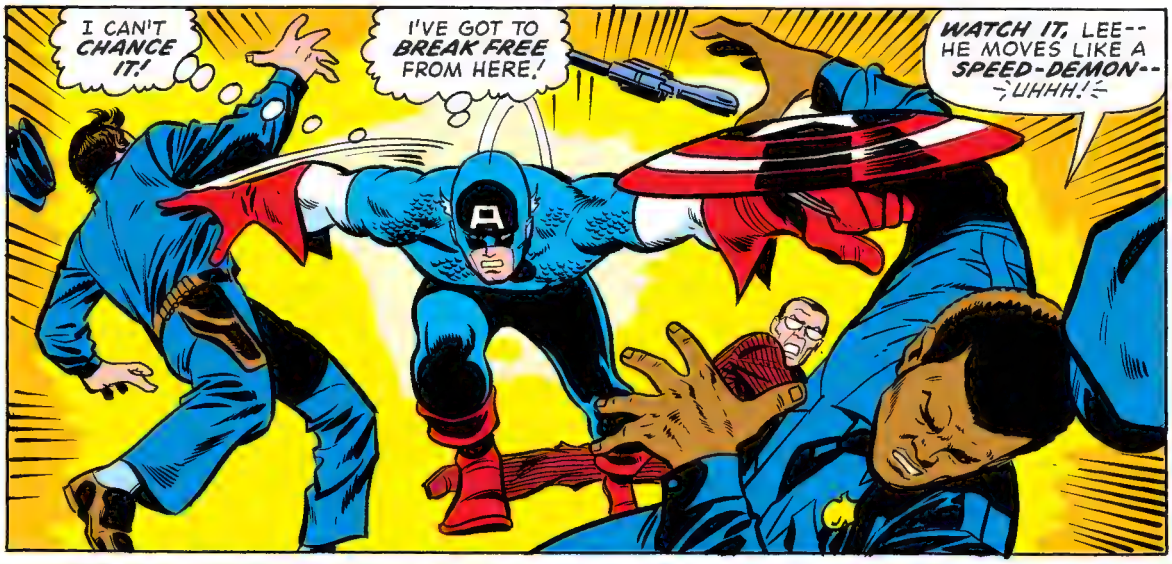
MIKE FRIEDRICH, WRITER and SAL BUSCEMA, ARTIST

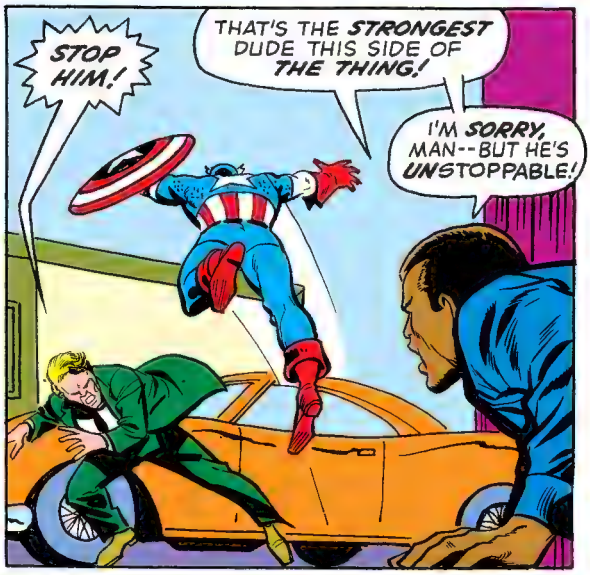
STEVE ENGLEHART PLOT * VINNIE COLLETTA INKER * ARTIE SIMEK LETTERER * PETRA GOLDBERG COLORIST * ROY THOMAS EDITOR

LISTEN TO QUENTIN HARDERMAN, SLICK MADISON AVENUE ADVERTISING EXECUTIVE...
ALL OF YOU SAW THIS BLATANT, REACTIONARY ASSAULT--THIS MURDER OF AN INNOCENT MAN--
--A MAN KILLED BY CAPTAIN AMERICA!*
YEAH, WE SURE DID!
NOW WAIT!
THIS GUY'S THE TUMBLER, WHO JUST BANGED UP A STORE CLERK INTO THE HOSPITAL!
AND I DIDN'T HIT HIM THAT HARD--
*LAST ISH! --RT.
--THERE'S JUST NO WAY I COULD HAVE KILLED HIM--!
BUT THERE IS ANOTHER EXPLANATION--
--YOU, HARDERMAN!
YOU'VE BEEN RUNNING THE AD CAMPAIGN TO DISCREDIT ME--
--YOU COULD HAVE JUST SET THIS UP!
WHICH IN FACT WE KNOW HE DID--
--BUT TRY TELLING THESE MEN IN BLUE!
HEY, HANK-- IT LOOKS SERIOUS!
THEN WE TREAT IT SERIOUS, LEE!

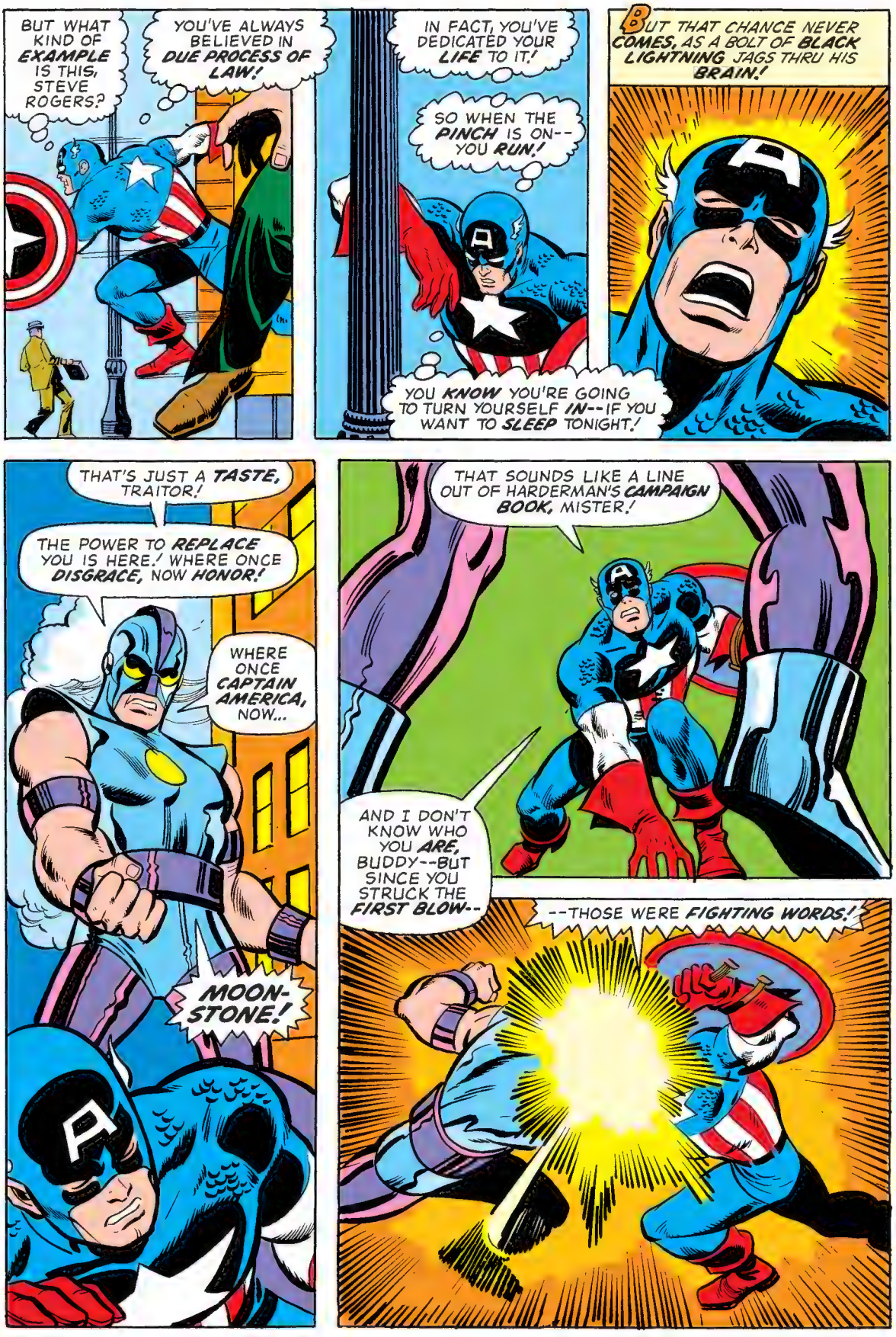
WE HEARD THERE'S A MURDER CHARGE AGAINST YOU, CAPTAIN AMERICA-- SO WE AREN'T TAKING ANY CHANCES!
GET THE HANDS HIGH!

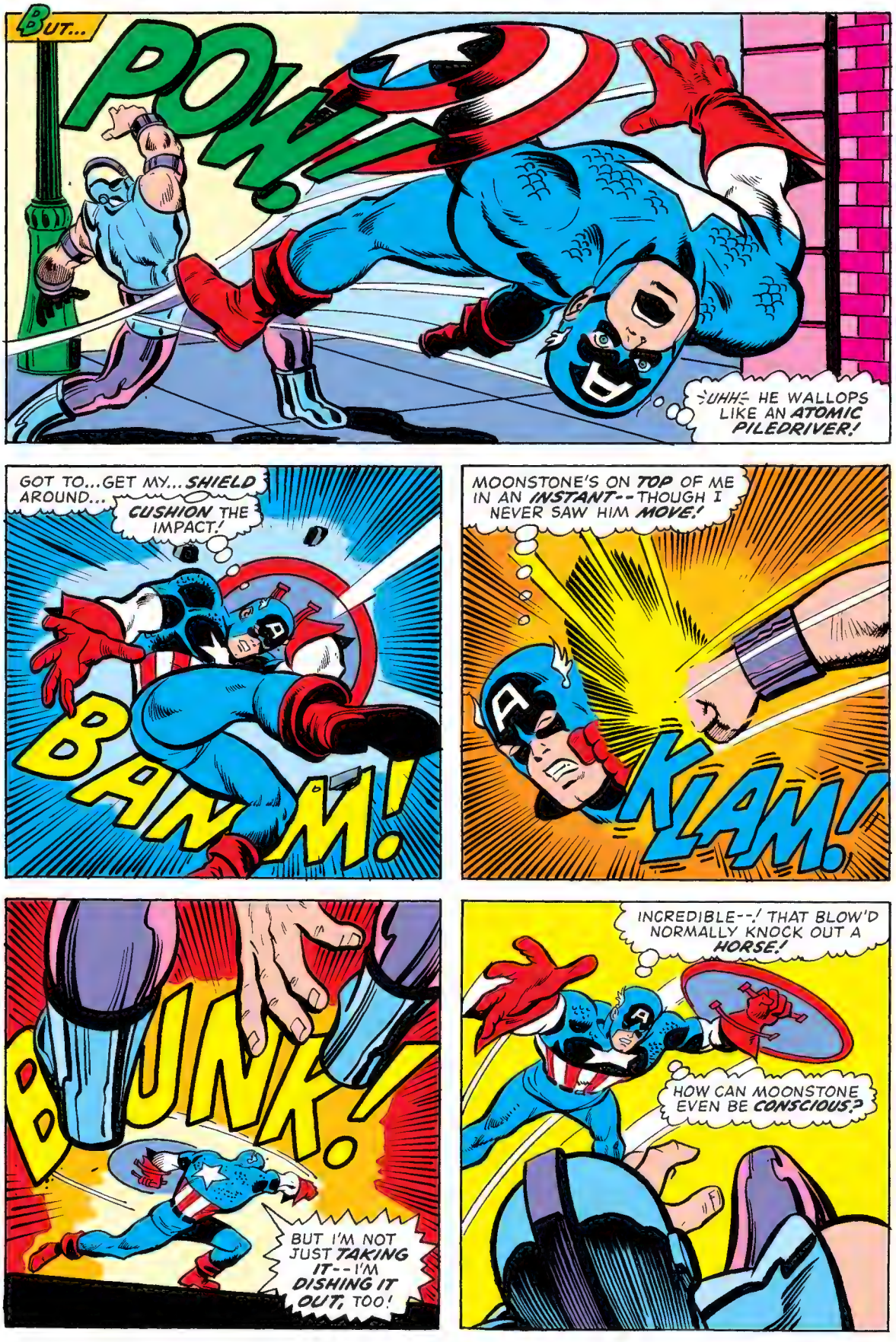
WITNESS: A MAN IN CONFLICT...
THESE ARE LAW OFFICERS, PROTECTING EVERYTHING I REPRESENT!
I...CAN'T DISOBEY THEM! BUT...
...BUT WHAT IF THEY, TOO, ARE PART OF THE SET-UP!

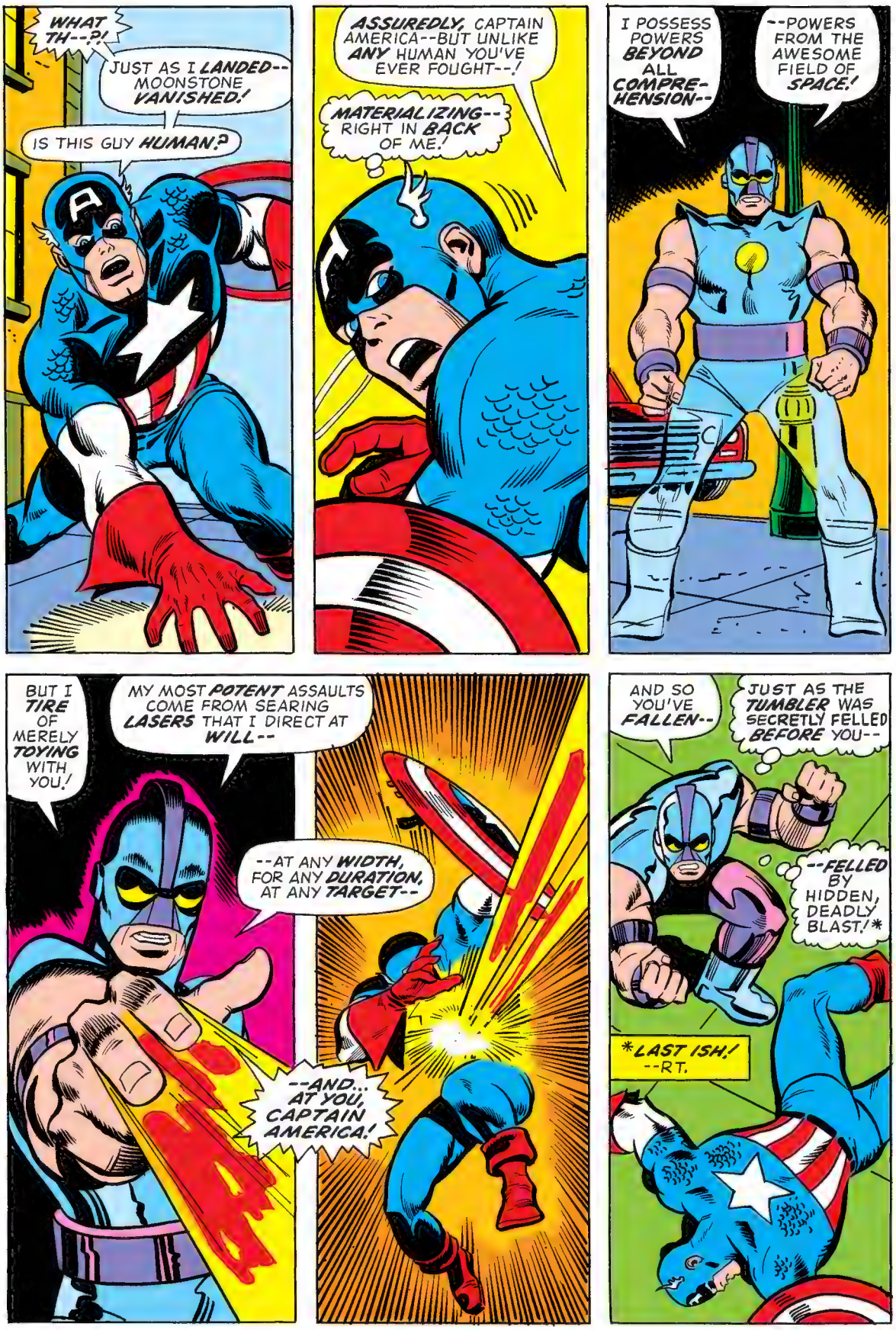

I CAN'T CHANCE IT!
I'VE GOT TO BREAK FREE FROM HERE!
WATCH IT, LEE-- HE MOVES LIKE A SPEED-DEMON--
UHHH!

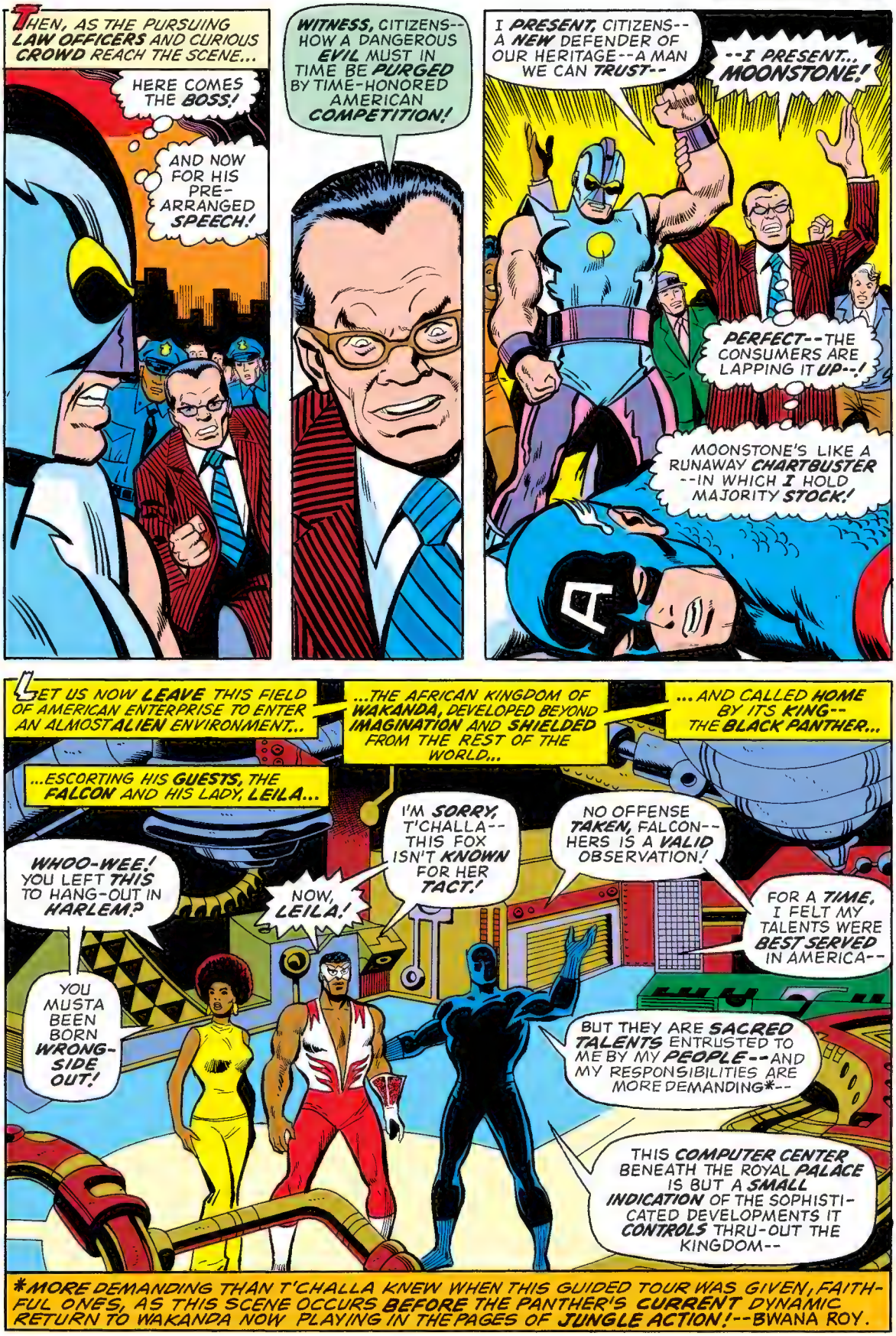

STOP HIM!
THAT'S THE STRONGEST DUDE THIS SIDE OF THE THING!
I'M SORRY, MAN--BUT HE'S UNSTOPPABLE!

I'VE NEVER DONE ANYTHING LIKE THIS BEFORE--IT GOES AGAINST MY ENTIRE TRAINING!
BUT I HAVE TO SQUARE THIS MESS AWAY! IF I DON'T STOP THE RUMORS AND SUSPICIONS NOW, THERE'S NO TELLING WHERE THIS ALL WILL END!


BUT WHAT KIND OF EXAMPLE IS THIS, STEVE ROGERS?
YOU'VE ALWAYS BELIEVED IN DUE PROCESS OF LAW!
IN FACT, YOU'VE DEDICATED YOUR LIFE TO IT!
SO WHEN THE PINCH IS ON--YOU RUN!
YOU KNOW YOU'RE GOING TO TURN YOURSELF IN--IF YOU WANT TO SLEEP TONIGHT!
BUT THAT CHANCE NEVER COMES, AS A BOLT OF BLACK LIGHTNING JAGS THRU HIS BRAIN!
THAT'S JUST A TASTE, TRAITOR!
THE POWER TO REPLACE YOU IS HERE! WHERE ONCE DISGRACE, NOW HONOR!
WHERE ONCE CAPTAIN AMERICA, NOW...
MOON-STONE!
THAT SOUNDS LIKE A LINE OUT OF HARDERMAN'S CAMPAIGN BOOK, MISTER!
AND I DON'T KNOW WHO YOU ARE, BUDDY--BUT SINCE YOU STRUCK THE FIRST BLOW--
--THOSE WERE FIGHTING WORDS!


BUT...
POW!
UHH! HE WALLOPS LIKE AN ATOMIC PILEDRIVER!
GOT TO...GET MY...SHIELD AROUND...
CUSHION THE IMPACT!
BAM!
MOONSTONE'S ON TOP OF ME IN AN INSTANT--THOUGH I NEVER SAW HIM MOVE!
KLAM!
BUNK!
BUT I'M NOT JUST TAKING IT--I'M DISHING IT OUT, TOO!
INCREDIBLE--! THAT BLOW'D NORMALLY KNOCK OUT A HORSE!
HOW CAN MOONSTONE EVEN BE CONSCIOUS?

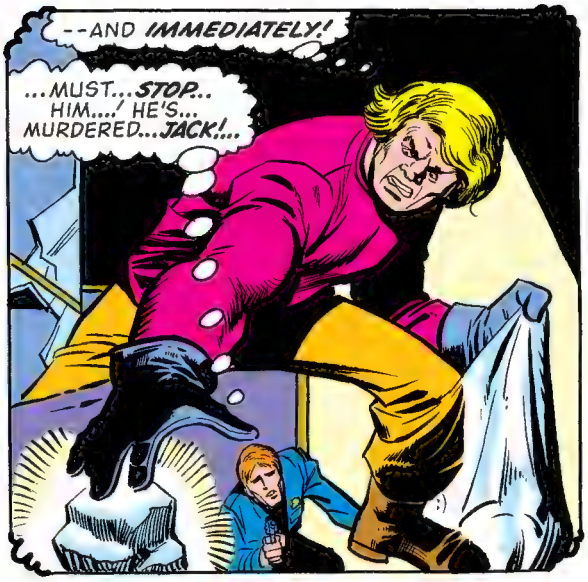

WHAT TH--?!
JUST AS I LANDED-- MOONSTONE VANISHED!
IS THIS GUY HUMAN?
ASSUREDLY, CAPTAIN AMERICA--BUT UNLIKE ANY HUMAN YOU'VE EVER FOUGHT--!
MATERIALIZING-- RIGHT IN BACK OF ME!
I POSSESS POWERS BEYOND ALL COMPRE-HENSION--
--POWERS FROM THE AWESOME FIELD OF SPACE!
BUT I TIRE OF MERELY TOYING WITH YOU!
MY MOST POTENT ASSAULTS COME FROM SEARING LASERS THAT I DIRECT AT WILL--
--AT ANY WIDTH, FOR ANY DURATION, AT ANY TARGET--
--AND... AT YOU, CAPTAIN AMERICA!
AND SO YOU'VE FALLEN--
JUST AS THE TUMBLER WAS SECRETLY FELLED BEFORE YOU--
--FELLED BY HIDDEN, DEADLY BLAST!*
*LAST ISH! --RT.


THEN, AS THE PURSUING LAW OFFICERS AND CURIOUS CROWD REACH THE SCENE...
HERE COMES THE BOSS!
AND NOW FOR HIS PRE-ARRANGED SPEECH!
WITNESS, CITIZENS--HOW A DANGEROUS EVIL MUST IN TIME BE PURGED BY TIME-HONORED AMERICAN COMPETITION!
I PRESENT, CITIZENS--A NEW DEFENDER OF OUR HERITAGE--A MAN WE CAN TRUST--
--I PRESENT... MOONSTONE!
PERFECT--THE CONSUMERS ARE LAPPING IT UP--!
MOONSTONE'S LIKE A RUNAWAY CHARTBUSTER --IN WHICH I HOLD MAJORITY STOCK!
LET US NOW LEAVE THIS FIELD OF AMERICAN ENTERPRISE TO ENTER AN ALMOST ALIEN ENVIRONMENT...
...THE AFRICAN KINGDOM OF WAKANDA, DEVELOPED BEYOND IMAGINATION AND SHIELDED FROM THE REST OF THE WORLD...
... AND CALLED HOME BY ITS KING--THE BLACK PANTHER...
...ESCORTING HIS GUESTS, THE FALCON AND HIS LADY, LEILA...
WHOO-WEE! YOU LEFT THIS TO HANG-OUT IN HARLEM?
NOW, LEILA!
I'M SORRY, T'CHALLA--THIS FOX ISN'T KNOWN FOR HER TACT!
NO OFFENSE TAKEN, FALCON--HERS IS A VALID OBSERVATION!
FOR A TIME, I FELT MY TALENTS WERE BEST SERVED IN AMERICA--
YOU MUSTA BEEN BORN WRONG-SIDE OUT!
BUT THEY ARE SACRED TALENTS ENTRUSTED TO ME BY MY PEOPLE--AND MY RESPONSIBILITIES ARE MORE DEMANDING*--
THIS COMPUTER CENTER BENEATH THE ROYAL PALACE IS BUT A SMALL INDICATION OF THE SOPHISTICATED DEVELOPMENTS IT CONTROLS THRU-OUT THE KINGDOM--
*MORE DEMANDING THAN T'CHALLA KNEW WHEN THIS GUIDED TOUR WAS GIVEN, FAITHFUL ONES, AS THIS SCENE OCCURS BEFORE THE PANTHER'S CURRENT DYNAMIC RETURN TO WAKANDA NOW PLAYING IN THE PAGES OF JUNGLE ACTION!--BWANA ROY.

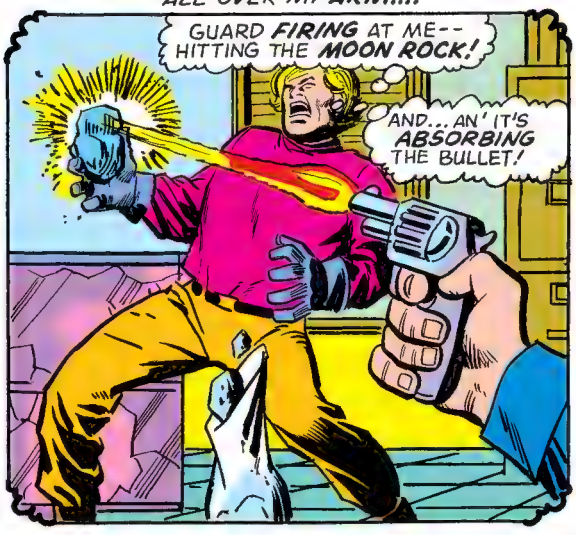
--BUT I SHOWED IT TO YOU TO DEMONSTRATE THE RESOURCES WE CAN CALL UPON TO PRODUCE THIS ARTIFICIAL POWER BOOST YOU WISH,!*
*FALC'S BEEN WANTING SOMETHING TO SOMEHOW MATCH AND COMPLEMENT CAPTAIN AMERICA'S INCREASED STRENGTH--AS SHOWN LAST ISH!-RT.
BUT UNLESS YOU THINK I'VE COMPLETELY CUT OFF MY TIES TO AMERICA--
--LET ME REMIND YOU I AM STILL AN ACTIVE AVENGER--
--BUT THIS TALK SEEMS TO BORE YOU, LEILA...
... MAY I INTRODUCE TANZIKA, ONE OF THE COURT HAND MAIDENS.
PANTHER-BABY--YOU RAP WITH THAT SCHOOL-TEACHER JIVE YOU USED BACK IN THE STATES--
--BUT NOW I KNOW WHERE YOU'RE TALKIN' FROM!
HI-YA, TANZIKA--I GOT MY OWN HUNK OF MUSCLE TO CUDDLE NEXT TO!
TANZIKA--WHY DON'T YOU SHOW LEILA MORE OF THE ABOVE GROUND SCENERY?
RIGHT--THE PANTHER AND I HAVE SOME GETTIN' DOWN TO DO!
YES, MY CHIEFTAIN!
IF YOU WOULD BE GOOD ENOUGH TO FOLLOW ME!
LISTEN, TANZIKA, YOU AN' THE PANTHER GOT SUMTHIN' GOIN'?
I DON'T UNDER-STAND THIS TERM, YOU USE...
... THOUGH PERHAPS, THAT MAKES YOU THINK ME IGNORANT.
IT IS NOT AN ENGLISH TERM USED IN ANY UNIVERSITY I HAVE ATTENDED.
WELL, PARDON ME, BIG MAMA! DON'T LOSE YOUR COOL!
YOUR WORDS ARE NOT CLEAR... BUT YOUR TONE IS!
DON'T HASSLE ME, LADY--I CAN SEE THIS MAY BE A LONGER TRIP'N I THOUGHT!

NOT ANY LONGER THAN THE TRIP CAPTAIN AMERICA'S GOING THRU...
-UHHH- WHICH WAY'D THAT FREIGHT TRAIN GO, ANYWAY?
WELL, I SEEM PRETTY HEALTHY, CONSIDERING!
WHERE AM I?
POP POP POP POP POP
JAIL!
WHAT'S GOING ON HERE?
I'D BEST KEEP MY EARS OPEN A BIT!
NOW, BOYS--MOONSTONE'S NOT A GLORYHOUND LIKE CAPTAIN AMERICA--
--BUT I'M SURE HE'D WILLINGLY ANSWER A FEW OF YOUR QUESTIONS!
I THINK THE OBVIOUS THING THE PUBLIC WANTS TO KNOW IS MOONSTONE'S BACKGROUND--
--WHAT KIND OF ORIGIN DO YOU HAVE, SIR?
EASILY ANSWERED, MY GOOD MAN!
I HAVE NOTHING TO HIDE!
NOTHING EXCEPT THE TRUTH, THAT IS--
--AS WE SHALL SEE, IN CONTRAST TO MOONSTONE'S WORDS!

"TO BEGIN, GENTLEMEN, MY BEGINNINGS ARE HUMBLE...A MERE JANITOR IN A SMALL MIDWESTERN UNIVERSITY...
UNIV
o
AM
SCIEN
BUILD
THIS JOB LOOKS EASY --NO TROUBLE BREAKING IN!
RATHER STUPID TO BE STEALING MOON ROCKS-- BUT IF A EUROPEAN COLLECTOR'S FANATIC ENOUGH TO OFFER A HIGH FEE--
I'M NOT COMPLAIN-ING!
MOO
STON
"...THEN ONE EVENING, WHILE CLEANING UP, A MYSTERIOUS BLUE MOON ROCK* BEGAN PULSING IN FRONT OF ME!...
THIS IS IT!
*WE CAN TELL YOU IT'S FROM THE WATCHER'S INVISIBLE BLUE-AREA MOON HEAD-QUARTERS! --RT.
"...NO ONE WAS THERE TO HELP ME!...
HANDS UP, FELLA! YOU'RE UNDER ARREST!
BLAST! HOW COULD I HAVE TRIPPED AN ALARM!? I CHECKED EVERYTHING OUT PERFECTLY!
OKAY, LOOKS LIKE I'VE LOST THIS GAME--
--BUT LOOKS CAN BE DECEIVING!
SLUDD!
UH-OH! THOSE TOOLS HIT HIM HARD--I MAY HAVE A MURDER RAP HANGING OVER ME NOW!
IT'S IMPERATIVE THAT I ESCAPE--

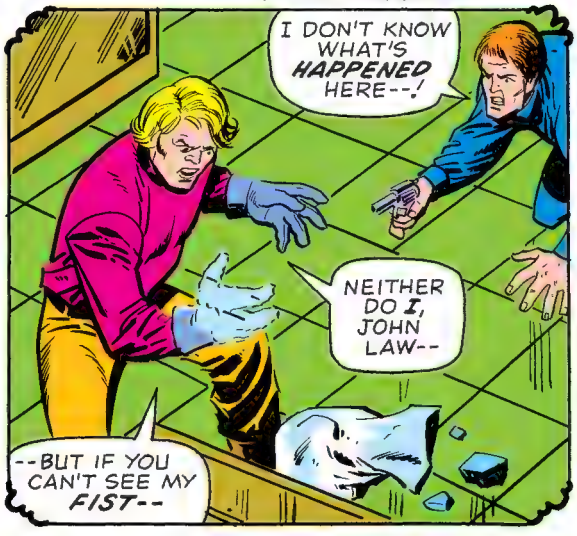


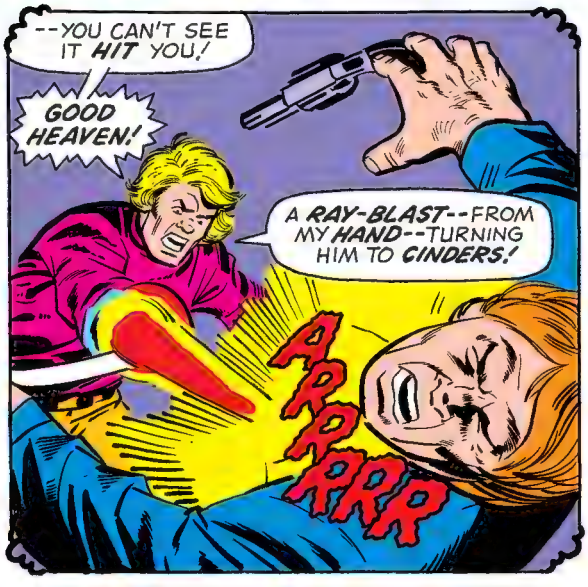
"...INEXPLICABLY, THE MOON ROCK SHATTERED-- ALL OVER MY ARM!...



"...MY ARM THEN GLOWED WITH A FRIGHTENING LIGHT--

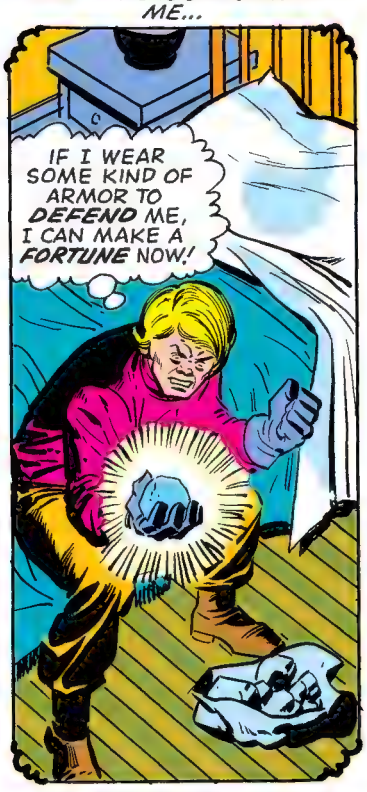
"--AND THEN DISAPPEARED!...



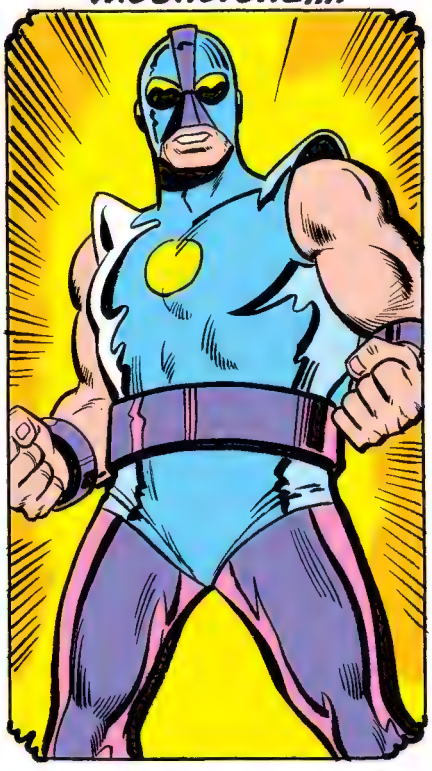


I DON'T GET IT--HUNDREDS OF SCIENTISTS MUST HAVE EXAMINED THAT ROCK--AND NOTHING HAPPENED TO THEM!
UNLESS... MAYBE MY BIO-CHEMISTRY IS UNIQUE SOMEHOW--
--ENOUGH TO CAUSE THIS!*
*AND WE KNOW THE WATCHER'S POWERS MUST HAVE SOMETHING TO DO WITH IT!--RT.

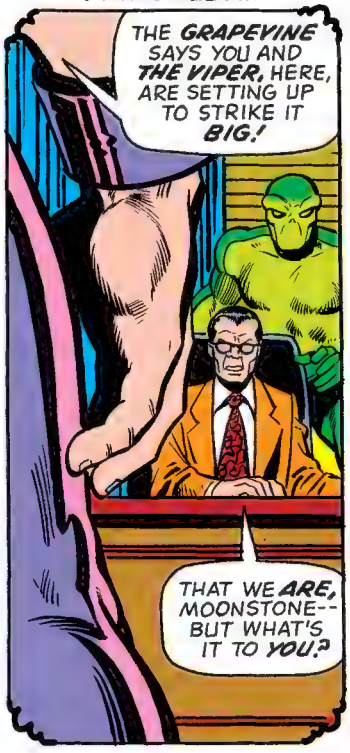
"...THE AWESOME **RESPONSI-BILITY** OF THESE NEW-FOUND POWERS **OVERWHELMED** ME...



"...I TOOK MY **NAME** FROM MY MYSTERIOUS SPACIAL **BENEFACTOR** --AND THUS I BECAME... **MOONSTONE!...**



"...TO PROPERLY **USE** MY ABILITIES I WENT TO MR. HARDERMAN'S **COMMITTEE TO REGAIN AMERICA'S PRINCIPLES...**



"...I EXPLAINED MY **INTENTIONS...**

"...AND HE RESPONDED WITH **ENTHUSIASM...**

THAT YOU **CAN,** MOON-STONE! WE CAN CLEAN UP LIKE A **WHITE TORNADO!**
BUT THERE'S A **PROBLEM** HERE--YOU HAVE TO **LAY LOW** FOR AWHILE!
MY **REPUTATION** IS STILL **CLEAN**-- AND WE WISH TO **CAPITALIZE** ON IT--
--BY MOVING **SLOWLY,** RATHER THAN ATTACKING **OPENLY!**

"...THEN **RECENTLY,** THINGS BEGAN TO MOVE INTO **GEAR,** AS CAPTAIN AMERICA PROVED HIMSELF A **CRIMINAL...**

OUR SECRET PARTNER'S BEEN **CAPTURED**-- BY **CAPTAIN AMERICA!**
VIPER JAILED!
WE MUST **BEGIN** OUR PROJECT-- TO **DISCREDIT** THE GOOD CAPTAIN!
RIGHT! FIRST A **SMEAR-AD CAMPAIGN** TO RUIN HIS IMAGE... THEN A **MURDER FRAME-UP!**

...AND TO COUNTERACT CAPTAIN AMERICA, I VOWED TO JOIN THE COMMITTEE IN BATTLING EVERYTHING EVIL!
YOU TELL 'EM, MOONSTONE! THIS'LL SOUND GREAT ON THE NEWS TONIGHT!
OKAY, BOYS--I THINK YOU MUST HAVE ENOUGH BY NOW!
MOONSTONE HAS ACCOMPLISHED A LOT IN HIS SHORT, BUDDING CAREER--
--AND WE ON THE COMMITTEE ARE ABSOLUTELY PROUD TO BE ASSOCIATED WITH HIM!
THANK YOU, GENTLEMEN!
THOSE LYING GARBAGE RATS!
THEY VIRTUALLY SELL THEMSELVES WITH THEIR SWEET, SLICK MADISON AVENUE MALARKEY--AND GAIN ACCEPTANCE--
--WHILE MY PROTESTS ARE DISMISSED AS THOSE OF A MURDERER!
MEANWHILE, A HALF A WORLD AWAY...
WHEW! THESE PLANS OF YOUR ENGINEERS ARE REALLY FAR OUT!
THE EXPERTISE OF THE WAKANDA HAVE FEW LIMITS, FALCON--I--
--LOOK OUT, PANTHER!
WITHOUT WARNING--A SPEAR JUST MISSES US!
THWAK!
WHAT ENEMY OF OUR TRIBE COULD HAVE PENETRATED TO HERE--
--AND WITH SUCH PRIMITIVE WEAPONRY?!

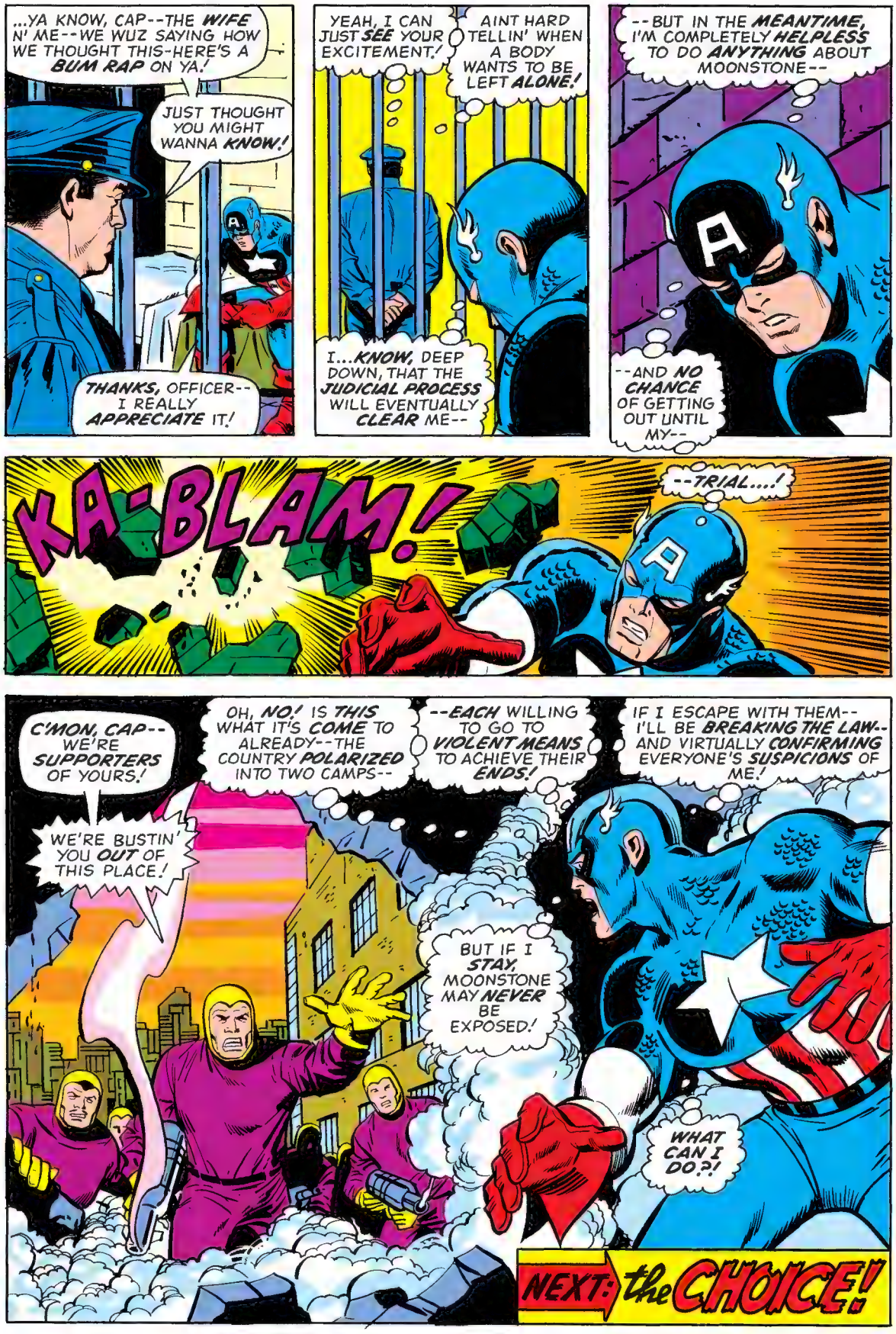
IF SO, PANTHER, WE'RE READY!
OH...IT'S YOU!
WE MIGHT HAVE SURMISED--BY THE RATHER AMATEURISH THROW!
DO YOU REALIZE YOU ALMOST KILLED SOMEBODY WITH THAT?
IT GOT YOUR ATTENTION, DIDN'T IT? PROVIDED SOME EXCITEMENT?
I'M GETTIN' TIRED OF WATCHIN' THE DUST SETTLE!
WHERE'S THE RUSTLING, HUSTLING, BUSTLING?
THE ACTION?!
YOU ARE WED TO THE BIG CITY, AREN'T YOU, LEILA?
UNFORTUNATELY--FOR YOU, THAT IS--WAKANDA IS FAR FROM SUCH PLACES!
BLACK PANTHER--THAT'S ALL JIVE! YOU DUDES HERE HAVE TRANSPORTATION THE M.T.A. AINT EVEN DREAMED OF!
YOU CAN FLY ME SOMEPLACE--IN ONE OF YOUR GIZMOS!
BUT I THOUGHT YOU'D ENJOY THIS CHANGE--AWAY FROM THE PROJECTS!
LIKE A COCKROACH CRAWLIN' UP MY BACK AT NIGHT, I DO!
NO WAY, BABY--I'M STONE BORED!
THERE'S NO NEED FOR ANGER, LEILA--WHAT YOU CLAIM IS TRUE--AND I AM SHORT-SIGHTED TO NOT HAVE THOUGHT OF IT!
I GUESS THAT WILL SOLVE THE PROBLEM!
WELL, ALL RIGHT!
WE ARE AGREED? THEN I WILL ORDER THE PREPARATIONS IMMEDIATELY!

AND SO, JUST MINUTES LATER, A CHEERFUL SET OF HASTA LA VISTAS ARE EXCHANGED...
...AND THE SLEEK WAKANDAN CRAFT JETS ALMOST NOISE-LESSLY INTO THE CLEAR BLUE AFRICAN SKIES--
--THOUGH LEILA IS NOT ABLE TO OBSERVE THEM...
HEY! THE WINDOW-- IT'S TURNED TO BLACK! WHAT'S HAPPENING?
NO-ONE IS TO KNOW THE LOCATION OF OUR LAND--IT IS OUR RULE!
THEN LEILA WILL HAVE TO CONTENT HERSELF WITH YOU HANDSOME ESCORTS, WON'T SHE?
OH, WOULD MY LITTLE M'DEARI SCOWL WERE SHE TO HAVE HEARD THAT!
BUT LEILA'S UNCOMFORTABLE ESCORT RELAXES IN THE TOURIST SECTION OF FAR-AWAY LAGOS, NIGERIA, AS LEILA'S ATTENTIONS CHANGE...
THIS IS MORE LIKE IT--
--AND WHEN I COME BACK WITH SOME REAL LOCAL COLOR--
--THE FOXES ON THE STREET ARE GONNA BE BLOWN AWAY!
=HMPH= SILLY TOURIST! BUT IT IS NOT MY DUTY TO JUDGE HER!
WAIT! THAT ACCENT!
STOP THE CAR, JANGLES!

AS I SUSPECTED--A HARLEM LADY--AND BEAUTIFUL AS WELL!
HIS NAME'S STONEFACE! RAN THE HARLEM RACKETS ONCE--
WHO--?
--TILL FALCON BUSTED HIM.!*
WHEN HE GOT OUTTA THE PEN, THE NEW BOSS, MORGAN--BOUGHT HIM A FREE TICKET--OUTTA TOWN!
*CAP/ FALC #134./ --RT.
WHICH GAVE ME A LOT OF TIME FOR PLANNING, MY LADY!
BUT THE...EXILE...HAS ITS COMPENSATIONS --LIKE THE WARMTH OF A HOME WOMAN!
YOU'RE LOOKIN' UP THE WRONG ALLEY, JACK--
--DO YOUR NUMBER ELSEWHERE!
YOU'VE FORGOTTEN, WOMAN--EVEN HERE, WHAT STONEFACE WANTS--HE GETS!
YOU ARE NOT TO TOUCH HER, AMERICAN!
HEY-- LEGGO!
THEY'RE MESSIN' WIT' THE BOSS!
OFF 'EM, JANGLES!
YEAH--I BEEN GITTIN' RUSTY LATELY!
BUDDA
BUDDA
BUDDA
KPOW
KPOW
KPOW
YOUR MARKSMANSHIP IS STILL AMONG THE BEST, JANGLES!
NOW QUICKLY--BEFORE THE LOCAL AUTHORITIES CAN BE SUMMONED!
YOU MOTHERLESS MURDERERS!
SHUT UP, YOU SKINNY-LEGGED WITCH--
--AND GET YOURSELF INTA THE CAR!
THEN KEEP YOURSELF WARM FOR STONEFACE TONIGHT!
HIM.? THAT CUR'S SON COULDN'T--!
CLOSE IT, LADY--OR THERE WON'T EVEN BE A TONIGHT!
GOT THAT.?

BUT MEANWHILE, BACK IN WAKANDA...
THE AMERICAN'S ESCORTS HAVE NOT REPORTED AS SCHEDULED--
--AND WORSE, DO NOT ANSWER WHEN CALLED!
ONLY A DISASTER COULD HAVE CAUSED THIS!
MY CHIEFTAIN! I HAVE IMPORTANT NEWS FOR YOU!
SPEAK THEN! I HOLD NO SECRETS FROM THE FALCON!
MY CHIEFTAIN-- IT IS BEST THAT I INFORM YOU ALONE!
THE BLACK PANTHER COMES, THEN--AND HEARS THE OMINOUS TALE--
--AND LIKE A KING TRUE-BORN, HE SWIFTLY ACTS!
SUMMON MY ROYAL AIRCRAFT--AND A DOZEN OF MY BEST MEN!
WE LEAVE AT ONCE!
AS YOU COMMAND, MY CHIEFTAIN!
NOW THE HARDER TASK...
DON'T SWEAT THINKIN' OF THE RIGHT WORDS, PANTHER--
I COULDN'T HELP BUT... OVER-HEAR...!

--AND IT LOOKS LIKE WE FINISHED MY NEW COSTUME IMPROVEMENTS JUST IN TIME!
THESE INCREDIBLY LIGHT, BUT SUPER-STRONG, SUPER-STRONG, GLIDER-WINGS--
--JET-POWERED FROM THEIR TIPS BY THOSE WAFER-THIN INTEGRATED CIRCUITS FEEDING OFF A SUNLIGHT-CHARGED POWER-PACK--
--AND ALL CONTROLLED BY DIRECT LINK TO MY BRAIN--
--WELL, WITH THESE, THIS FALCON CAN FLY, BROTHER!
AND RIGHT NOW, HE WANTS TO HUNT!
LET'S GET 'EM!


...YA KNOW, CAP--THE WIFE N' ME--WE WUZ SAYING HOW WE THOUGHT THIS-HERE'S A BUM RAP ON YA!
JUST THOUGHT YOU MIGHT WANNA KNOW!
THANKS, OFFICER--I REALLY APPRECIATE IT!
YEAH, I CAN JUST SEE YOUR EXCITEMENT!
AINT HARD TELLIN' WHEN A BODY WANTS TO BE LEFT ALONE!
I...KNOW, DEEP DOWN, THAT THE JUDICIAL PROCESS WILL EVENTUALLY CLEAR ME--
--BUT IN THE MEANTIME, I'M COMPLETELY HELPLESS TO DO ANYTHING ABOUT MOONSTONE--
--AND NO CHANCE OF GETTING OUT UNTIL MY--
KA-BLAM!
--TRIAL....!
C'MON, CAP--WE'RE SUPPORTERS OF YOURS!
OH, NO! IS THIS WHAT IT'S COME TO ALREADY--THE COUNTRY POLARIZED INTO TWO CAMPS--
--EACH WILLING TO GO TO VIOLENT MEANS TO ACHIEVE THEIR ENDS!
IF I ESCAPE WITH THEM--I'LL BE BREAKING THE LAW--AND VIRTUALLY CONFIRMING EVERYONE'S SUSPICIONS OF ME!
WE'RE BUSTIN' YOU OUT OF THIS PLACE!
BUT IF I STAY, MOONSTONE MAY NEVER BE EXPOSED!
WHAT CAN I DO?!
NEXT: the CHOICE!

CAPT. AMERICA
MARVEL COMICS GROUP™
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20¢
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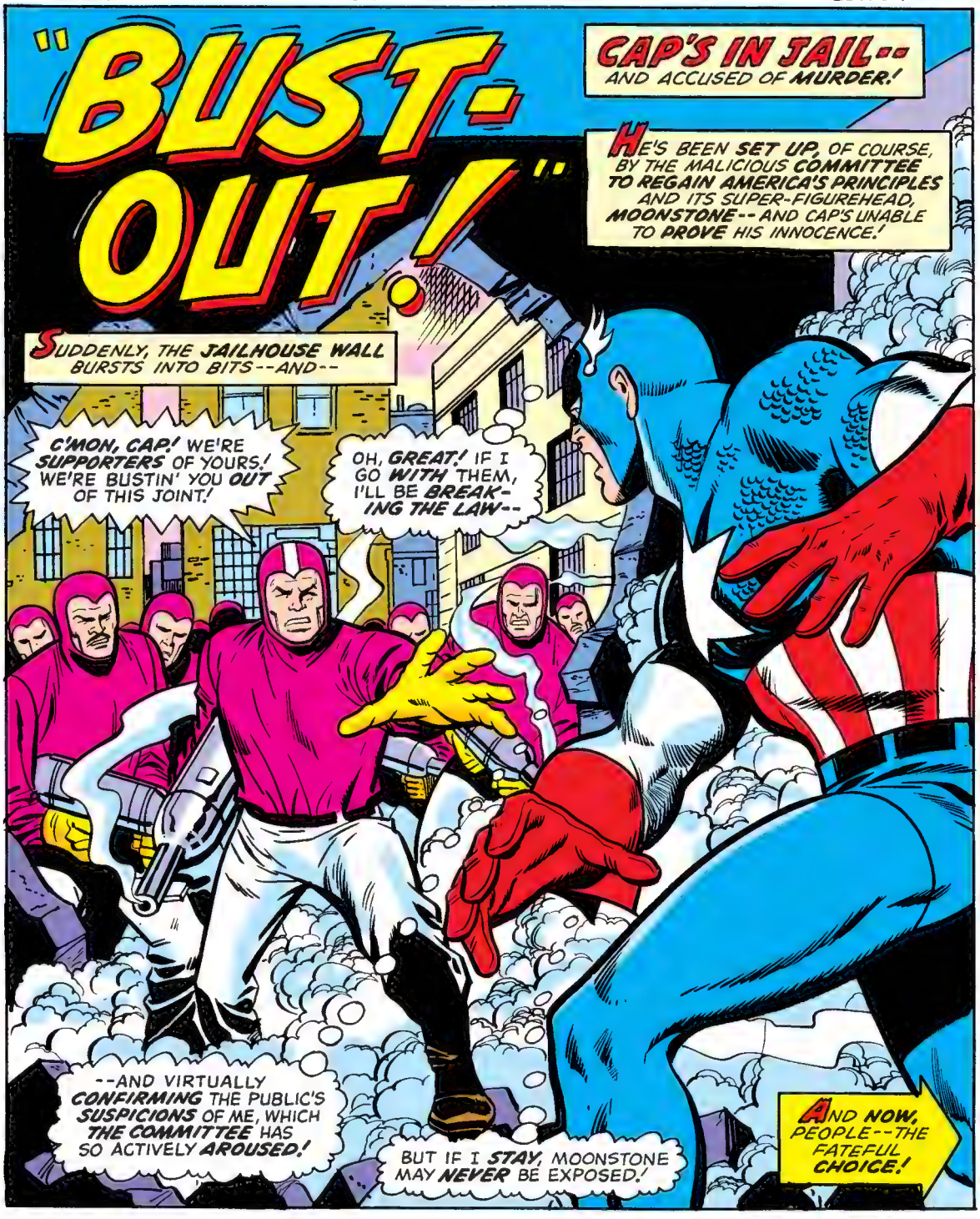
MAR
02453
CAPTAIN AMERICA™
AND
THE FALCON™
SEE! THE FALCON'S DYNAMIC NEW WINGS!
BUST-OUT!
GUEST-STARRING: THE BLACK PANTHER!
PARKING

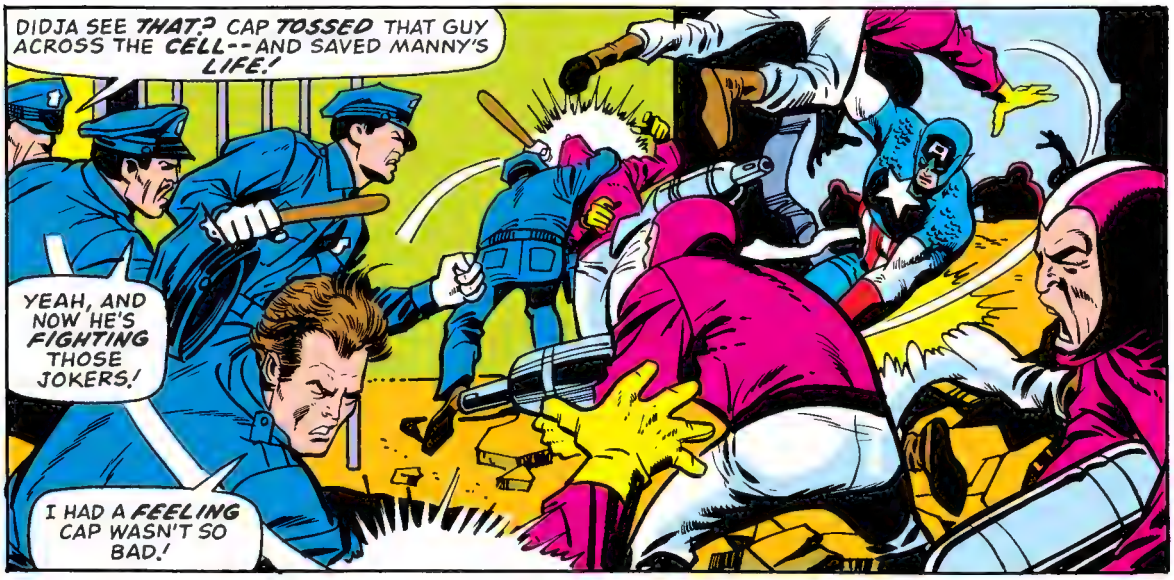
Stan Lee PRESENTS: CAPTAIN AMERICA AND THE FALCON™

MIKE FRIEDRICH WRITER & SAL BUSCEMA ARTIST

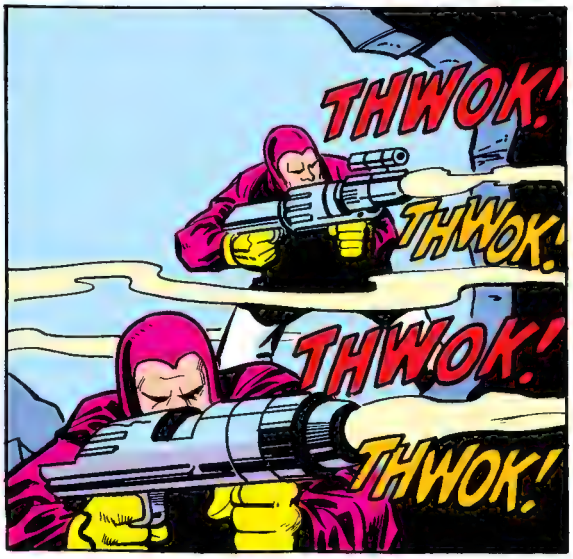
STEVE ENGLEHART STORY IDEA * V. COLLETTA INKER * ARTIE SIMEK LETTERER * L. LESSMAN COLORIST * ROY THOMAS EDITOR


"BUST-OUT!"
CAP'S IN JAIL-- AND ACCUSED OF MURDER!
HE'S BEEN SET UP, OF COURSE, BY THE MALICIOUS COMMITTEE TO REGAIN AMERICA'S PRINCIPLES AND ITS SUPER-FIGUREHEAD, MOONSTONE--AND CAP'S UNABLE TO PROVE HIS INNOCENCE!
SUDDENLY, THE JAILHOUSE WALL BURSTS INTO BITS--AND--
C'MON, CAP! WE'RE SUPPORTERS OF YOURS! WE'RE BUSTIN' YOU OUT OF THIS JOINT!
OH, GREAT! IF I GO WITH THEM, I'LL BE BREAKING THE LAW--
--AND VIRTUALLY CONFIRMING THE PUBLIC'S SUSPICIONS OF ME, WHICH THE COMMITTEE HAS SO ACTIVELY AROUSED!
BUT IF I STAY, MOONSTONE MAY NEVER BE EXPOSED!
AND NOW, PEOPLE--THE FATEFUL CHOICE!

UH-- THANKS, FELLAS--BUT THIS JUST ISN'T THE RIGHT WAY!
I KNOW THINGS LOOK BLEAK FOR ME, BUT I MUST BELIEVE THE DUE PROCESS OF THE LAW WILL EVENTUALLY CLEAR ME!
YOU'RE FOOLING YOURSELF, CAP!
THESE DAYS, YOU GOTTA STAND UP AND BLAST 'EM!
YEAH, WE'RE AMERICA'S SANITATION UNIT--AND WE KNOW WHAT'S BEST!
NOPE, SORRY--I'M NOT SO SURE!
THEN, ALERTED BY THE OVERWHELMING NOISE!
HIT 'EM HARD, GUYS!
THE JAIL GUARDS!
DON'T WORRY, NUMBER SEVEN--THESE ROCK-BLASTERS WILL TAKE CARE OF THEM!
NO, WAIT! YOU'LL KILL THEM!
STAY BACK, CAP--LET US HANDLE THIS!
NO--
WAPP!
--WAY!
KARUMP!


DIDJA SEE THAT? CAP TOSSED THAT GUY ACROSS THE CELL--AND SAVED MANNY'S LIFE!
YEAH, AND NOW HE'S FIGHTING THOSE JOKERS!
I HAD A FEELING CAP WASN'T SO BAD!

THE PLAN'S BEGINNING TO CRUMBLE--
--BUT FORTUNATELY THE SANITATION UNIT ALWAYS HAS A READY CLEAN-UP GANG!
GAS 'EM, BOYS!


THWOK!
THWOK!
THWOK!
THWOK!

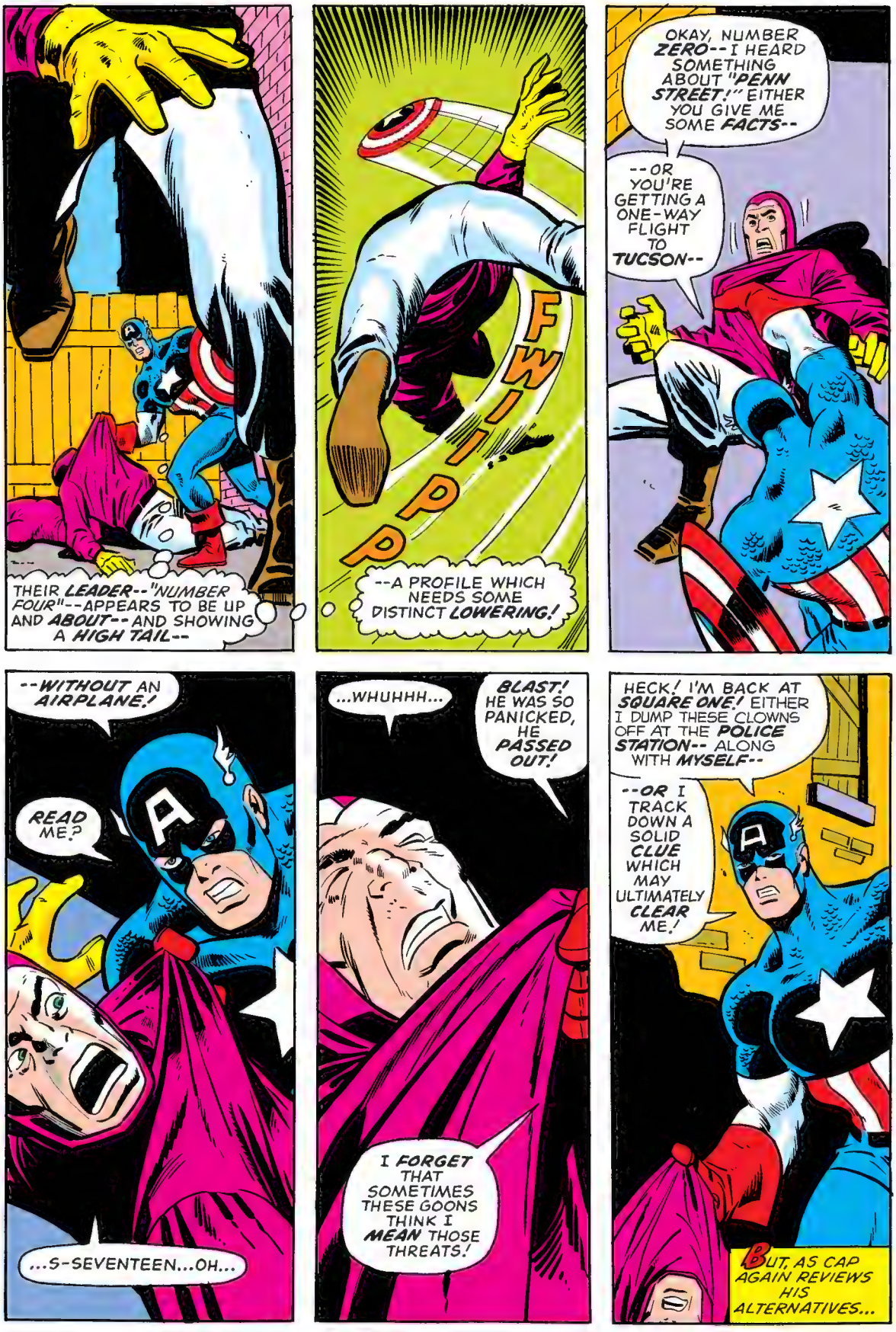
ARRRRGGG

THE GUARDS--FALLING LIKE FLIES--AS SOON AS THIS GAS TOUCHES THEIR SKIN!
I'M STRONGER THAN THEY...BUT EVEN... I'M... GOING... UNDER...

OUR UNIFORMS AND NOSE FILTERS PROTECTED US--JUST AS YOU SAID, NUMBER FOUR!
OF COURSE.
NOW LET'S GET CAP OUT OF HERE--PRONTO!

...WE SURE...UP THOSE...DIDN'T WE?..
...YEAH, AND...'TAIN AMERICA DOESN'T... OUR PLAN...
LET'S MAKE SURE... ...THAT WAY...
...VOICES...
...PENN STREET DOESN'T WANT ANY ERRORS!
I'M NO LONGER IN JAIL...
...AND THERE'S A SHIELD NEXT TO ME! BUT IT... CAN'T BE MINE--!
--WAIT! WHAT ARE THOSE VOICES SAYING?
RIGHT, NUMBER ONE! BUT AINT IT A LAUGH, THOUGH--
--WHEN CAP WAKES UP, HE'S GONNA FIND HIMSELF EVEN MORE DISCREDITED--
--NEVER KNOWING WE ARE ACTUALLY WORKING AGAINST HIM!
LET'S LAUGH LATER, NUMBER EIGHT--AFTER WE'VE MADE OUR "ANONYMOUS PHONE CALL" TO THE COPS--
--AND THEN TO THE NEWS MEDIA!
SAVE YOUR DIME, JACK!
IMPOSSIBLE! NOBODY RECOVERS FROM THAT GAS SO QUI--URRK!
SMAK!
THAT CALL'S GONNA BE DELAYED!

HE'S KNOCKED OUT NUMBER FOUR!
THEN TO BLAZES WITH OUR ORDERS--CAP AINT GOT LONG TO LIVE!
INSTINCTIVELY, CAPTAIN AMERICA CROUCHES INTO THE SMALLEST POSSIBLE TARGET AND WHIRLS THE SHIELD INTO THE FRONT! ONLY THEN DOES HE REALIZE...
PING!
THIS IS MY SHIELD!!
PONG!
PONG!
ITS WEIGHT, ITS EXACT BALANCE, ITS SUPER-RESISTANCE--THEY'RE ALL THE SAME!
THAT CAN ONLY MEAN ONE THING!
THE LAST TIME I HAD MY SHIELD WAS WHEN I BATTLED MOONSTONE--
--AND HE FELLED ME WITH HIS LASER WEAPONS! WHEN I AWOKE, I WAS BEHIND BARS MINUS THE SHIELD--
--WHICH MEANS THIS SO-CALLED "SANITATION UNIT" IS PART OF THIS CONSPIRACY TO DISCREDIT ME!
MOONSTONE, THESE SCUM, THEIR BOSS HARDERMAN, AND HIS COMMITTEE--ALL OUT TO GET ME!
THE WAY IS CLEAR, THEN--
POW!
--CAPTAIN AMERICA'S FIGHTING BACK!
FOOM!


THEIR LEADER--"NUMBER FOUR"--APPEARS TO BE UP AND ABOUT--AND SHOWING A HIGH TAIL--
FWIPP
--A PROFILE WHICH NEEDS SOME DISTINCT LOWERING!
OKAY, NUMBER ZERO--I HEARD SOMETHING ABOUT "PENN STREET!" EITHER YOU GIVE ME SOME FACTS--
--OR YOU'RE GETTING A ONE-WAY FLIGHT TO TUCSON--
--WITHOUT AN AIRPLANE!
READ ME?
...S-SEVENTEEN...OH...
...WHUHHH...
BLAST! HE WAS SO PANICKED, HE PASSED OUT!
I FORGET THAT SOMETIMES THESE GOONS THINK I MEAN THOSE THREATS!
HECK! I'M BACK AT SQUARE ONE! EITHER I DUMP THESE CLOWNS OFF AT THE POLICE STATION--ALONG WITH MYSELF--
--OR I TRACK DOWN A SOLID CLUE WHICH MAY ULTIMATELY CLEAR ME!
BUT, AS CAP AGAIN REVIEWS HIS ALTERNATIVES...

...WE JOURNEY ABOUT 8000 KILOMETERS SOUTH AND EAST TO THE NIGERIAN CAPITAL OF LAGOS...
...WHERE WE PICK UP ON THE FALCON AND THE BLACK PANTHER, WHOM WE LAST SAW LEAVING THE PANTHER'S DISTANT HIDDEN KINGDOM, WAKANDA!
NOW THEY STALK THE DARK STREETS, TRYING TO SOLVE THE MYSTERIOUS DISAPPEARANCE OF THE FALCON'S LADY, LEILA!
SUDDENLY THEY ARE JOINED IN THE SHADOWS BY A SWIFT, FURTIVE FIGURE!
...MY CHIEFTAIN...?
YES, MY SUBJECT--IT IS I...
WAKANDA HAS MAINTAINED ITS UNKNOWN SUPREMACY BY THE VIGILANT, SECRET MONITORING OF THE OUTSIDE WORLD BY SELFLESS AGENTS SUCH AS YOURSELF!
NOW YOUR KING HAS A PERSONAL MATTER--
SAY NO MORE, MY CHIEFTAIN!
THOUGH OTHERS MAY QUESTION YOU IN THESE DAYS--I REMAIN LOYAL!*
SINCE YOUR ADVANCE CALL, I HAVE LEARNED IT IS THE EXILED AMERICAN GANGSTER STONE-FACE WHO HAS KIDNAPPED THE WOMAN--AND KILLED HER ESCORTS!
IN THIS LAND, STONEFACE'S ACTIVITIES ARE LIKE A BONFIRE ON A DARK PLAIN--THEY EASILY DRAW ONE'S ATTENTION!
*FURTHER INFO ON THE PANTHER'S TROUBLES ARE TO BE FOUND IN JUNGLE ACTION! READ IT, HEAR?--R.T.
THEN WHERE IS THIS MURDERER?
ACROSS THERE--WHICH IS WHY I ASKED YOU TO COME TO THIS SPECIFIC PLACE!
I HAVE PERSONALLY SEEN THE WOMAN CAPTIVE INSIDE!
SHE IS AS YET UNHARMED--SO I AWAITED YOUR ARRIVAL FOR FURTHER ORDERS!
THAT'S SIMPLE, MAN--WE'RE BUSTIN' HER OUT!
YOU'VE DONE WELL, MY SUBJECT--

--AND THE FALCON IS CORRECT, ALSO!
WE ATTACK, MY FRIEND!
OKAY, BROTHER--YOU TAKE THE LOW ROAD--
--WHILE I SHOW OFF MY NEW GLIDER WINGS!
WHILE INSIDE...
WITNESS A UNIQUE COURTING RITUAL:
STONEFACE HAS BEEN LONELY IN EXILE--AND HAS BECOME RATHER BULLISH ON LOCATING A BACK-HOME WOMAN!
FINDING ONE, HE RELATES AS HE ONLY KNOWS HOW--BRIBING HER FAVORS WITH HIS HIGH-VALUED JEWELS--
--TO WHICH THE UN-IMPRESSED LEILA RESPONDS BY SUGGESTING ANOTHER USE FOR HIS GEMS--
--WHILE ALTERNATELY IMPLYING THAT STONEFACE'S PERSONAL RESOURCES AREN'T WORTH MUCH TO BEGIN WITH...
THUS SPURNED, THIS PITIFUL MAN ANSWERS ON HIS ONLY OTHER LEVEL OF COMMUNICATION:
THREATENED VIOLENCE...
BUT BEFORE HE CAN FULLY ARTICULATE HIS THREATS--A DISRUPTIVE INTRUSION--
--THE BLACK PANTHER!
KRASH!

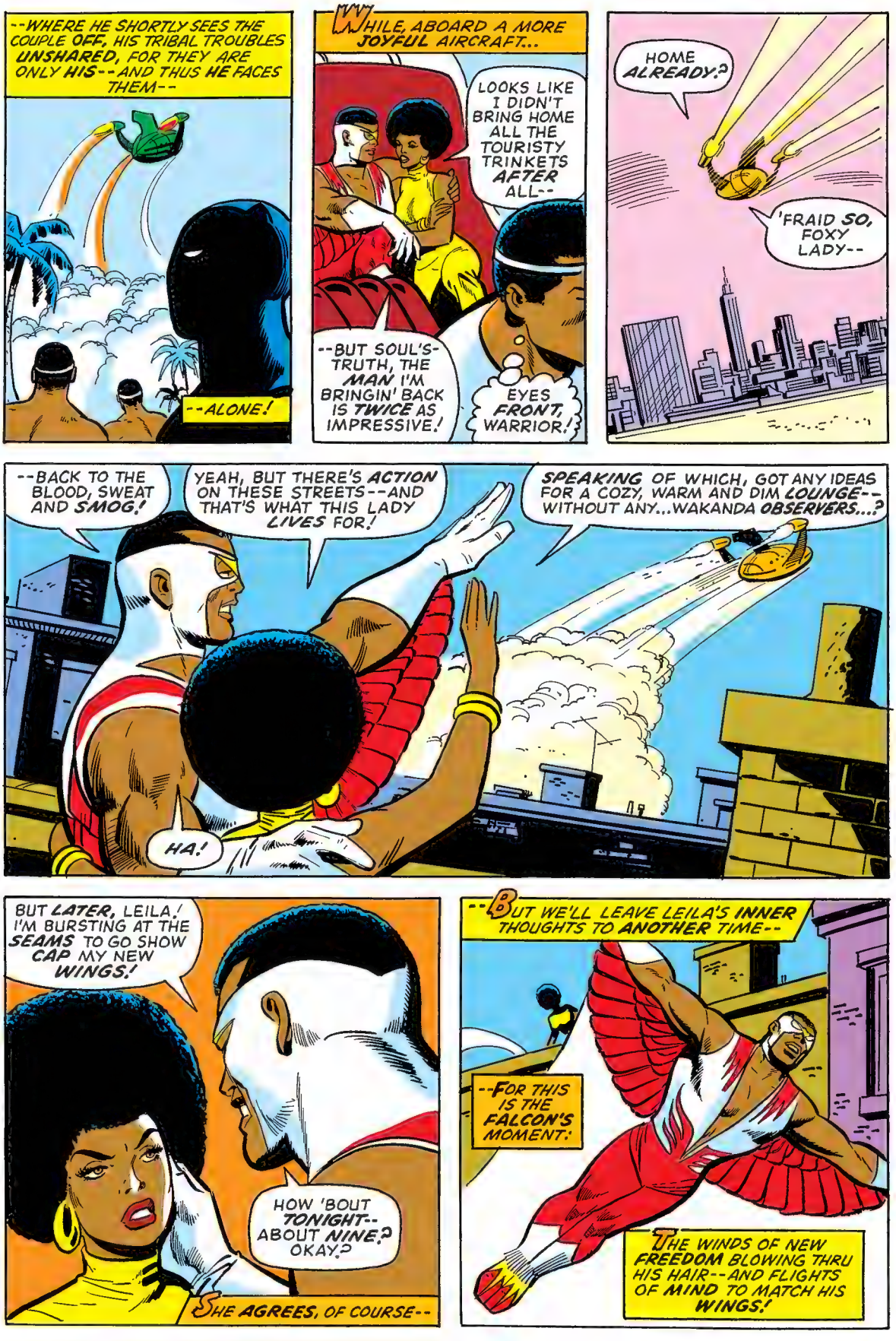
HOW'D HE KNOW--?
OOF!
WHUP!
I--I--CAN'T GET A BEAD ON HIM--
--HE KEEPS MOVIN' LIKE A BLASTED CAT!
THEN, AS THE PANTHER CLOSES IN...
POK
POK
POK
...FROM THE HIGH WINDOWS IN CRASHES THE FALCON--
--PROUD AS AN EAGLE WITH HIS MINI-JET-TIPPED GLIDER WINGS *--
BTOOM!
*SO DRAMATICALLY DISPLAYED LAST ISH!--R.T.
--BUT THEN, HE FLOUNDERS LIKE A FISH OUT OF WATER, AS...
...NOT PRACTICED ENOUGH--LOST THE WIND CURRENT--
LOSING CONTROL--
--LOOK OUT, PANTHER! I'M--
BUT THE WARN-ING COMES TOO LATE--

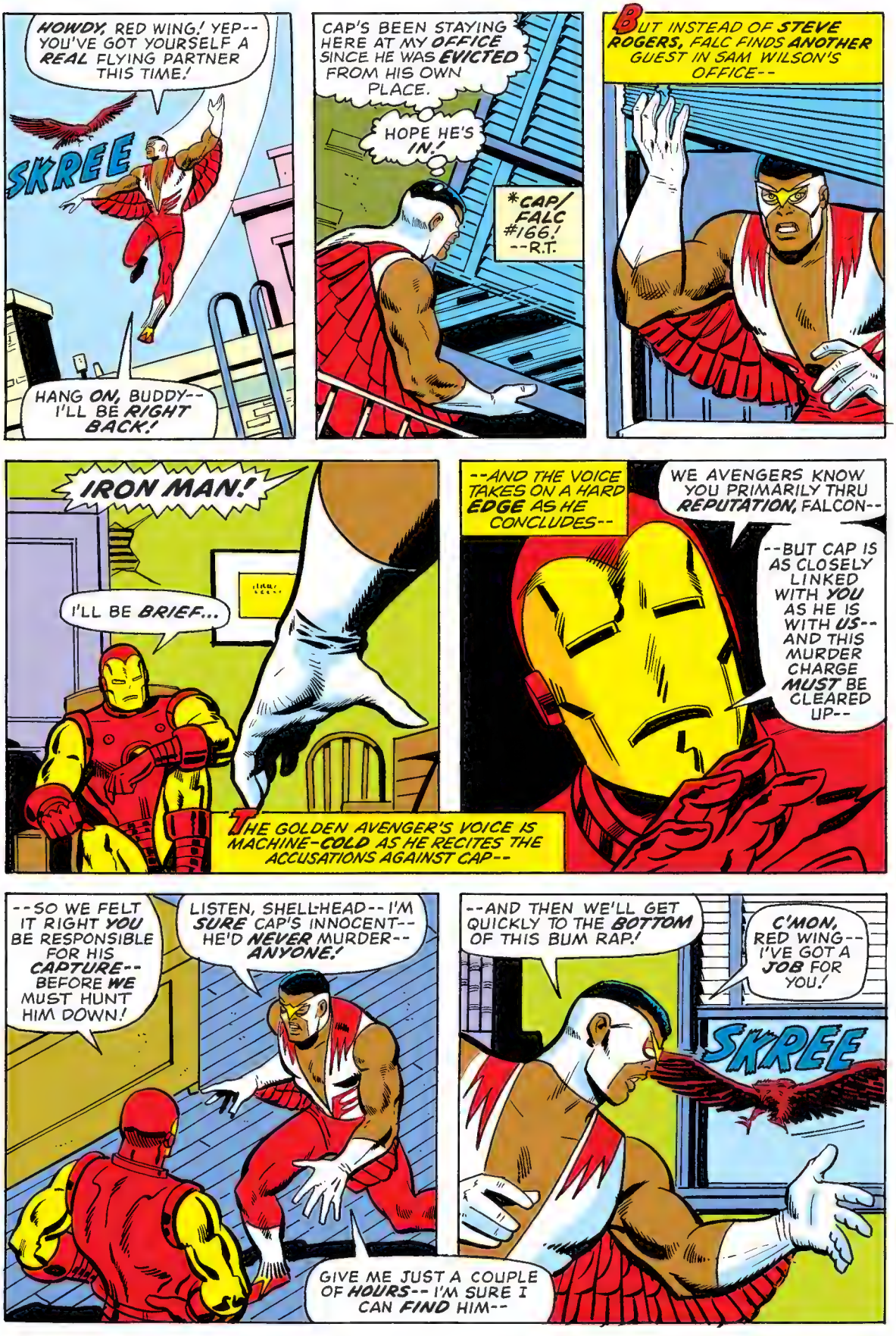
--AND SO...
I DON'T KNOW HOW THE FALCON GOT HERE, EITHER--BUT HE'S KINDLY KNOCKED BOTH OF THEM OUT!
SHOULD WE WASTE 'EM, BOSS?
FOR SURE--BUT NOT HERE! I HAVE A BETTER IDEA--!
HERE, ON THESE SEA-CLIFFS NORTH OF THE CITY THEY'LL DISAPPEAR WITHOUT A TRACE!
NOW WATCH, WOMAN, TO WHAT HAPPENS TO THOSE WHO CROSS STONEFACE!
WATCH WELL!
BOTH THE PANTHER AND I COULD EASILY BREAK THESE GRIPS--BUT THEY'VE GOT A GUN ON LEILA'S HEAD!
WITH OUTWARD COOL, BUT INWARD TURMOIL, THE TWO HEROES FACE A DIZZYING PLUNGE TO DOOM!
THEN, IT COMES!
ONE UNRESISTED SHOVE--
--BARE INSTANTS OF HORRIFIED HELPLESSNESS--
--AND THEN, THE FALCON FOLLOWS!
DIE, YOU MOTHER-LESS CUR!
THE REVENGE IS SWEET--
--SOOOO... SWEET!

HEY--I THINK EVEN MORGAN WOULD LET YOU HAVE YOUR SLICE OF THE NEW YORK RACKETS BACK, 'PON HEARING OF YOU WIPIN' OFF FALCON!
WHAT SAY, BOSS?
PERHAPS, MY MAN, PERHAPS!
BUT ME AND THIS WOMAN HAVE SOME UNFINISHED BUSINESS, NOW THAT THEY'RE FINISHED! LET'S GO!
BUT UNSEEN, A MAJOR DRAMA IS TAKING PLACE! DIG IT!
OKAY, BROTHER BIRD--YOU'VE ONLY GOT SECONDS LEFT!
THE PANTHER RIGGED THESE WINGS UP WITH MINI-ELECTRONIC GIZMOS--DIRECT TO THE BRAIN!
IF I LET LOOSE ENOUGH--BECOME ONE WITH THE WIND--
--WHILE SLIPPING THE SKULL-CELLS INTO GEAR--
--MAYBE... I CAN GET CONTROL...
...MAYBE... I CAN SAVE THE PANTHER...
...MAYBE...
...MAYBE...
...I CAN DO IT!
BUT THERE'S ONLY SECONDS TO GO, FALCON--
SIX...
FIVE...
FOUR...
...THREE!
YOUR ARM'S GONNA BE A BIT SORE, BROTHER CAT--
THOK!
--BUT AT LEAST I'LL STILL HAVE ONE, FALCON!
THANKS!

THE TRIUMPH IS OBVIOUS--THE TEST OF FIRE HAS BEEN PASSED--
--BUT THE IMPERATIVES OF THE MOMENT REMAIN--
--AND SO LIKE SOARING GULL AND CLIMBING COUGAR, THEY RISE...WHILE...
S-SOMEBODY'S GONNA NAIL YOU FOR THIS, STONEFACE! THE PANTHER'S AN AVENGER AND FALC'S BEEN--
WOMAN, YOU TALK TOO MUCH!
LIKE I SAID--THERE AINT EVEN A TRACE OF 'EM! HOW THEY GONNA PUT IT ON ME?
NO NEED, STONE-FACE--
--I'LL DO MY OWN PUTTIN'!
FALCON!
HOW THE BLAZES--?
DON'T SWEAT, BOSS! FALCON MAY FLY NOW--
--BUT HE SURE CAN'T STOP BULLETS!
KHUMP

I GENERALLY DETEST TAKING SUCH MUNDANE ACTION--
--BUT MOTHER NECESSITY CALLS--AND SO YOU DIE, AVENGER--
--AND THE FALCON IS NEXT!
NO SUCH ACTION, RAT!
SEE, YOU BEEN MESSIN' WITH MY LADY--
--AND NO-BODY MESSES WITH THE FALCON'S LADY--
NOBODY!
ALL CLEAR, LEILA?
LOUD AN CLEAR, FALCON--
--THAT WAS THE STRONGEST SHOW I'VE EVER SEEN!
YOU SAID YOU WANTED SOMETHING TO MATCH CAPTAIN AMERICA'S NEW STRENGTH--!
BROTHER, YOU GOT IT--AND THEN SOME!
C'MERE, LOVER!
NO--MY EXCEPTIONALLY CAPABLE AGENT--WHO'S OBVIOUSLY FOLLOWED STONEFACE'S TRAIL HERE!
WHO'S THAT NEAR THE ROCKS? ANOTHER OF STONEFACE'S GANG?
AND SO, GRATEFULLY LEAVING HIS AGENT WITH THE FINAL DETAILS OF TURNING STONEFACE OVER TO THE LOCAL LAW...
...THE PANTHER RETURNS HOME WITH HIS GUESTS--

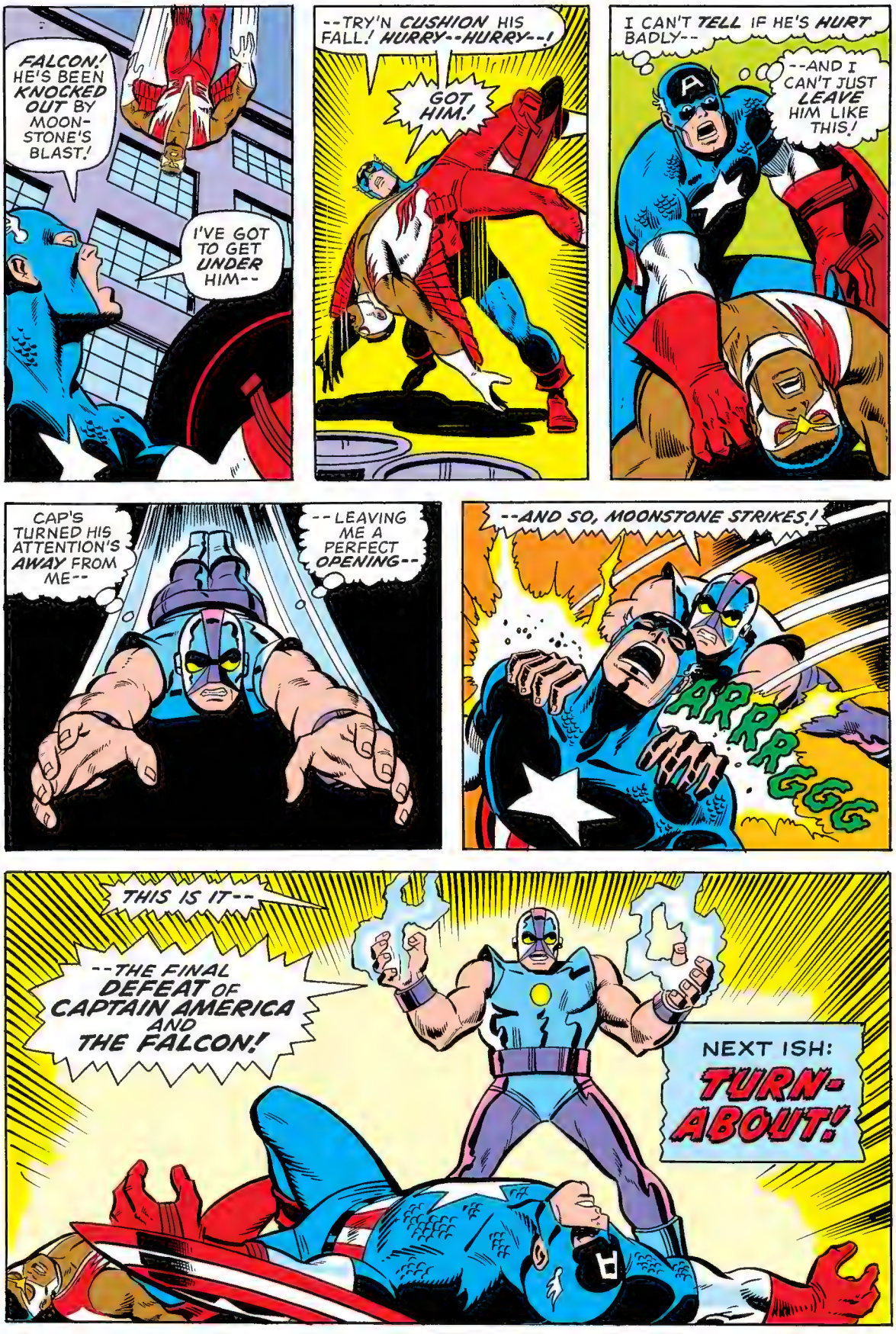

--WHERE HE SHORTLY SEES THE COUPLE OFF, HIS TRIBAL TROUBLES UNSHARED, FOR THEY ARE ONLY HIS--AND THUS HE FACES THEM--
--ALONE!
WHILE, ABOARD A MORE JOYFUL AIRCRAFT...
LOOKS LIKE I DIDN'T BRING HOME ALL THE TOURISTY TRINKETS AFTER ALL--
--BUT SOUL'S-TRUTH, THE MAN I'M BRINGIN' BACK IS TWICE AS IMPRESSIVE!
EYES FRONT, WARRIOR!
HOME ALREADY?
'FRAID SO, FOXY LADY--
--BACK TO THE BLOOD, SWEAT AND SMOG!
YEAH, BUT THERE'S ACTION ON THESE STREETS--AND THAT'S WHAT THIS LADY LIVES FOR!
SPEAKING OF WHICH, GOT ANY IDEAS FOR A COZY, WARM AND DIM LOUNGE--WITHOUT ANY...WAKANDA OBSERVERS...?
HA!
BUT LATER, LEILA, I'M BURSTING AT THE SEAMS TO GO SHOW CAP MY NEW WINGS!
HOW 'BOUT TONIGHT--ABOUT NINE? OKAY?
SHE AGREES, OF COURSE--
--BUT WE'LL LEAVE LEILA'S INNER THOUGHTS TO ANOTHER TIME--
--FOR THIS IS THE FALCON'S MOMENT:
THE WINDS OF NEW FREEDOM BLOWING THRU HIS HAIR--AND FLIGHTS OF MIND TO MATCH HIS WINGS!


HOWDY, RED WING! YEP-- YOU'VE GOT YOURSELF A REAL FLYING PARTNER THIS TIME!
SKREE
HANG ON, BUDDY-- I'LL BE RIGHT BACK!
CAP'S BEEN STAYING HERE AT MY OFFICE SINCE HE WAS EVICTED FROM HIS OWN PLACE.
HOPE HE'S IN!
*CAP/FALC #166! --R.T.
BUT INSTEAD OF STEVE ROGERS, FALC FINDS ANOTHER GUEST IN SAM WILSON'S OFFICE--
IRON MAN!
I'LL BE BRIEF...
--AND THE VOICE TAKES ON A HARD EDGE AS HE CONCLUDES--
WE AVENGERS KNOW YOU PRIMARILY THRU REPUTATION, FALCON--
--BUT CAP IS AS CLOSELY LINKED WITH YOU AS HE IS WITH US-- AND THIS MURDER CHARGE MUST BE CLEARED UP--
THE GOLDEN AVENGER'S VOICE IS MACHINE-COLD AS HE RECITES THE ACCUSATIONS AGAINST CAP--
--SO WE FELT IT RIGHT YOU BE RESPONSIBLE FOR HIS CAPTURE-- BEFORE WE MUST HUNT HIM DOWN!
LISTEN, SHELL-HEAD-- I'M SURE CAP'S INNOCENT-- HE'D NEVER MURDER-- ANYONE!
GIVE ME JUST A COUPLE OF HOURS-- I'M SURE I CAN FIND HIM--
--AND THEN WE'LL GET QUICKLY TO THE BOTTOM OF THIS BUM RAP!
C'MON, RED WING-- I'VE GOT A JOB FOR YOU!
SKREE

THEIR BOND IS ALMOST UNCANNY, THIS MAN AND THIS BIRD--
--BUT THEY UNDERSTAND EACH OTHER--
--AND SO--
RED WING'S FOUND HIM ALREADY-- IN JUST MINUTES!
BE SEEIN' YA, IRON MAN--IN THE COMPANY OF AN INNOCENT MAN!
I PRAY SO, FALCON-- AND I WISH YOU LUCK!
THIS COUNTRY CAN'T AFFORD TO HAVE A GREAT SYMBOL LIKE CAP BE DESTROYED!
QUENTIN CO.
1701....
...SO YOU OPTED TO BE A VIGILANTE, STEVE ROGERS--AND DO WHAT THEY ACCUSE YOU OF:
TAKING THE LAW INTO YOUR OWN HANDS!
YOU BETTER BE RIGHT, MISTER--OR YOU'LL NEVER BE ABLE TO LIVE WITH YOURSELF!
1701 PENN STREET... THE QUENTIN COMPANY... STRIKES A CHORD SOMEHOW...
...QUENTIN... QUENTIN...
OF COURSE!
QUENTIN HARDERMAN-- HEAD OF THE COMM--
--WHAT?!
YEAH, CAP-- THE FALCON'S BACK--AND YOU GOT HIM.!
NOW IS THIS GONNA BE COOL--OR DO I HAVETA FACE DOWN MY BEST FRIEND?

SAM--YOU ARE THE BEST SIGHT THAT THESE EYES HAVE SEEN IN DAYS!
AND SAY, THE ADDITIONAL THREADS LOOK PRETTY SNAZZY--AND I BET THEY HAVE A PURPOSE, HUH?
STEVE...YOU'RE AVOIDING THE ISSUE...
...OH...YOU'VE HEARD, HUH?
YEAH, I HEARD--THE HARD WAY! BUT I'M ON YOUR SIDE, CAP--START FROM THE TOP!
WELL, YOU WERE STILL HERE WHEN THOSE ADS STARTED APPEARING--TRYING TO DISCREDIT ME...
"...FIRST NEWSPAPERS, THEN TELEVISION AND RADIO....!
DAILY BUGLE
ADVERTISEMENT
CAPTAIN AMERIC
DEFENDS--WHO?
WHAT DO YOU REALLY KNOW ABOUT THIS MAN?
"HE SET ME UP, MADE ME LOOK RESPONSIBLE FOR THE DEATH OF THE TUMBLER--WHEN I BARELY TOUCHED HIM!
"THEN SUDDENLY, THIS GUY MOONSTONE APPEARED--WHO WALLOPED THE TAR OUT OF ME! I WOKE UP IN JAIL--
"FINALLY I INVESTIGATED, RAN IN ON QUENTIN HARDERMAN, WHO'S BEHIND THE WHOLE SCHEME...
"--AND FOUND OUT HE AND HARDERMAN ARE IN THIS PLOT TOGETHER!"
THEY ARRANGED THIS PHONEY JAIL-BREAK!
BUT NOW I'VE GOT A THIN CHANCE TO GET THRU THIS NONSENSE--A WEAK LINK!
THEN LET'S BREAK IT, PARTNER--RIGHT NOW!
YOU'VE JUST SEALED YOUR OWN FATE, FALCON!
I'VE JUST TAPED YOUR WORDS--TO SHOW THE WORLD YOU'RE CAPTAIN AMERICA'S CRIMINAL ACCOMPLICE!
WHO--?

I FORGOT-- WE'VE NEVER MET! I AM MOONSTONE--
--CAPTAIN AMERICA'S REPLACEMENT!
CUT THE JIVE, MISTER! WHAT'S YOUR GAME?
YOU, HARDERMAN, AND THIS PHONEY COMMITTEE ARE IN THIS TOGETHER FOR SOME SINISTER REASON.
ADMIT IT!
SURE-- THE TAPE RECORDER'S OFF NOW--
I'LL EVEN ADMIT I ACTUALLY KILLED THE TUMBLER!
BUT WHY?
THE ANSWER'S AS CLEAR AS HANK WILLIAMS' GUITAR-- FOR THE POWER, FOR THE BUCKS, AND FOR THE SHEER JOY--
--OF SEEING YOU DESTROYED, AVENGER!
I'VE HEARD ENOUGH-- AND YOU CAN TURN YOUR RECORDER ON AGAIN IF YOU WANT--
--'CAUSE THE FALCON'S PROUD TO BE CAPTAIN AMERICA'S PARTNER--
WAIT, FALCON! HE'S MORE POWERFUL THAN YOU THINK!
--AND ABOUT TO PROVE IT!
THAT I AM! EARTH'S GRAVITY-- TO ME-- IS LIKE THE MOON'S TO A NORMAL HUMAN!
LEAPING AWAY FROM ME! HE CAN FLY, WHERE I CAN REALLY ONLY GLIDE!
BUT MY POWERS GO BEYOND MERE FLIGHT-TAKING! THAT MUSEUM MOONROCK HAS IMBUED ME WITH LASER POWER*--
--STRONG ENOUGH TO DISABLE THE LARGEST OF FLYING BIRDS!
BLAM!
*SHOWN LAST ISSUE!--R.T.


FALCON! HE'S BEEN KNOCKED OUT BY MOON-STONE'S BLAST!
I'VE GOT TO GET UNDER HIM--
--TRY'N CUSHION HIS FALL! HURRY--HURRY--!
GOT HIM!
I CAN'T TELL IF HE'S HURT BADLY--
--AND I CAN'T JUST LEAVE HIM LIKE THIS!
CAP'S TURNED HIS ATTENTION'S AWAY FROM ME--
--LEAVING ME A PERFECT OPENING--
--AND SO, MOONSTONE STRIKES!
ARRRGGG
THIS IS IT--
--THE FINAL DEFEAT OF CAPTAIN AMERICA AND THE FALCON!
NEXT ISH: TURN-ABOUT!

CAPT. AMERICA
MARVEL COMICS GROUP™
APPROVED BY THE COMICS CODE AUTHORITY
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172
APR
02453
CAPTAIN AMERICA
AND
THE FALCON™
THE HOWL OF THE BANSHEE!
THAT SOUND-- IT'S DEAFENING-- DRIVING ME MAD!

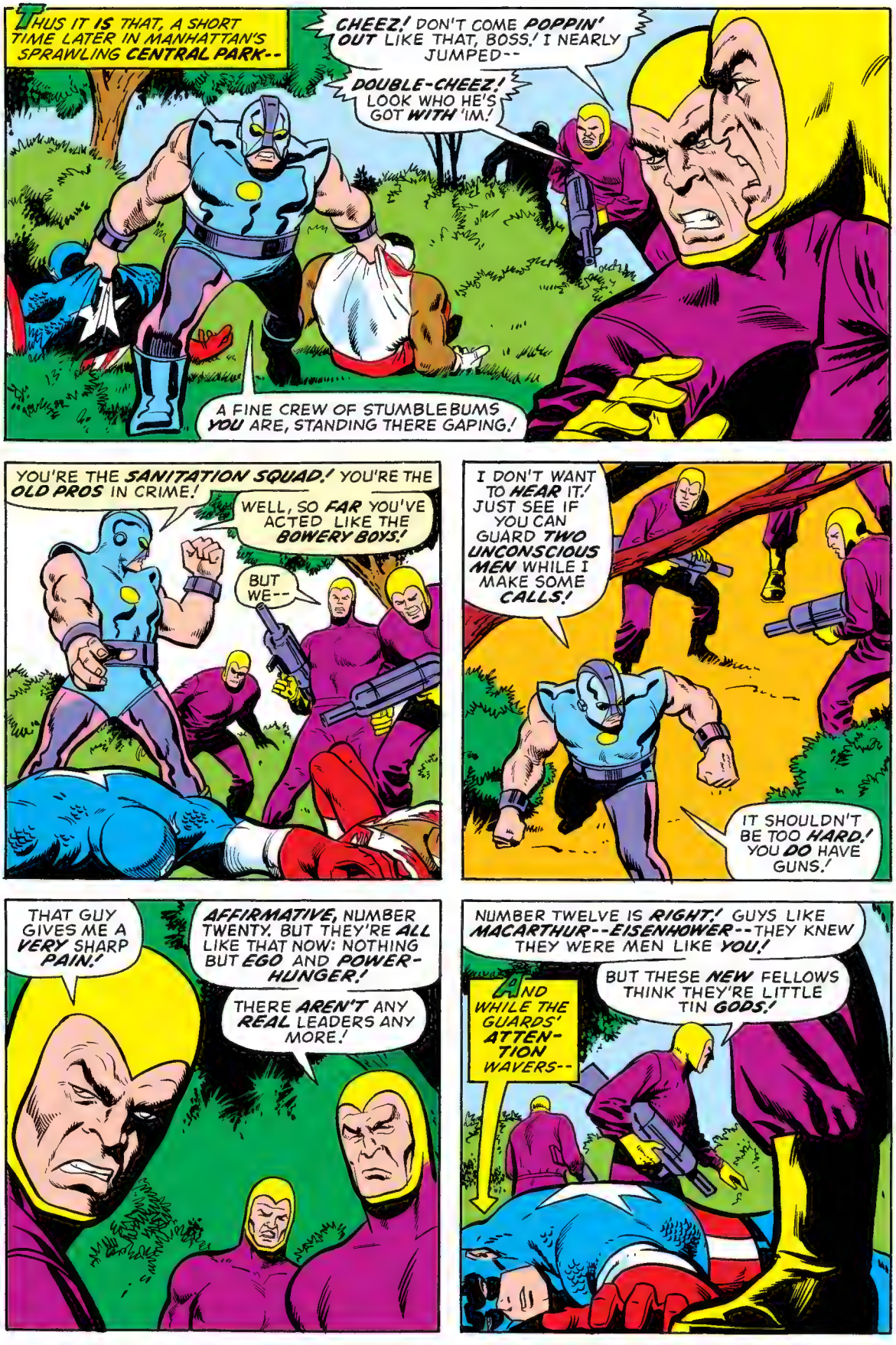
Stan Lee PRESENTS: CAPTAIN AMERICA AND THE FALCON™

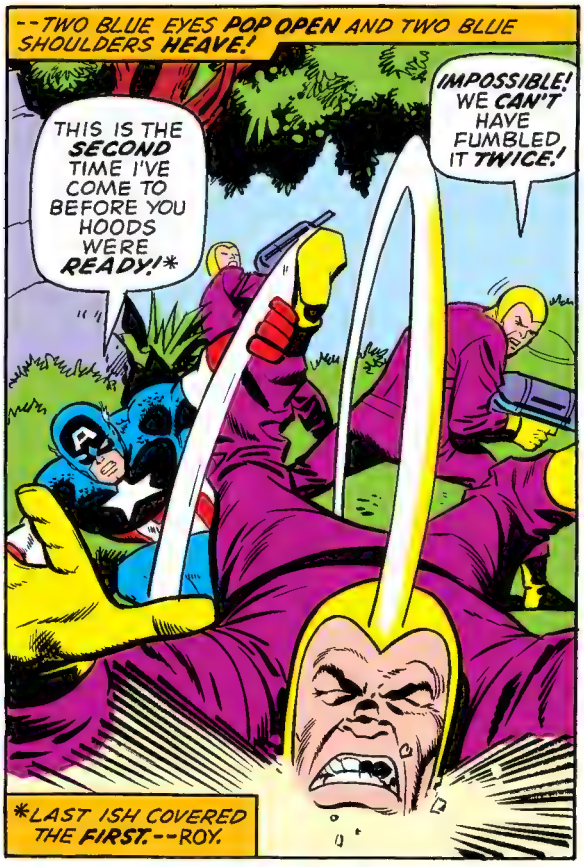
STEVE ENGLEHART AUTHOR * SAL BUSCEMA ARTIST * MIKE FRIEDRICH AMIGO | COLLETTA Inks | SIMEK, Lettering BRAND, Colorist | R. THOMAS Editor

BELIEVE IT OR NOT: THE BANSHEE!

BUT BEFORE WE TEST YOUR CREDIBILITY, LEAVE US NOT FORGET OUR RESIDENT BADDIE, THE MAN CALLED MOONSTONE-- OR OVERLOOK A CHANCE TO HEAR HIM GLOAT...
THIS IS IT: THE FINAL DEFEAT OF CAPTAIN AMERICA AND THE FALCON!
ARE YOU READY FOR MOONSTONE COMICS? IF NOT, TURN THE PAGE...

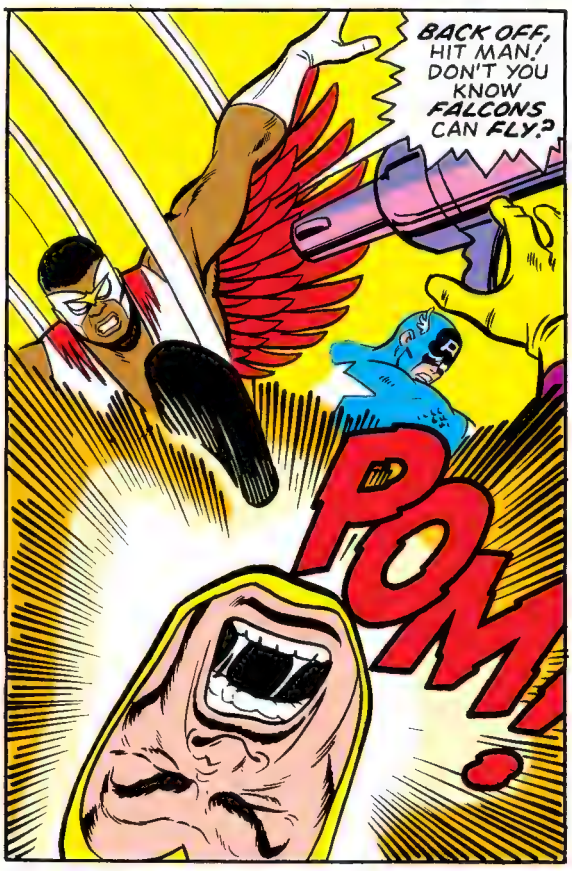
THEY PROBABLY THOUGHT THEIR DISCOVERY OF MY HIDE-OUT WOULD BREAK THE MURDER FRAME I HUNG ON CAP--!
BUT ALL IT'S DONE IS ENTANGLE THEM IN MY NET!
NOW IT'S A SIMPLE MATTER TO MURDER THEM--END THEIR MENACE TO MY CHARADE OF HEROISM--AND--
NO!
HUH?
OH--THE BOSS!
QUENT, MOON-STONE. CALL ME QUENT.
AND DON'T EVEN THINK ABOUT KILLING THOSE TWO!
NO MATTER WHAT SORT OF AD CAMPAIGN WE RAN AFTERWARDS, THEIR DEATHS WOULD MAKE THEM MARTYRS--
--MEANING HEROES--
--TO A LARGE SEGMENT OF THE AMERICAN PUBLIC!
I SEE YOUR POINT.
PEOPLE ALWAYS WANT NEW THRILLS, BUT DEATH IS TOO OPPRESSIVE.
ALL RIGHT, SO I DON'T KILL THEM. THEN WHAT DO I DO?
CALL THE MEDIA, OF COURSE--THE ONES WHO'VE DEMONSTRATED A BIAS TOWARD OUR SIDE. GET MORE PUBLICITY!
--SOMEPLACE OTHER THAN HERE, AS YOU'VE SO ADMIRABLY FIGURED OUT.

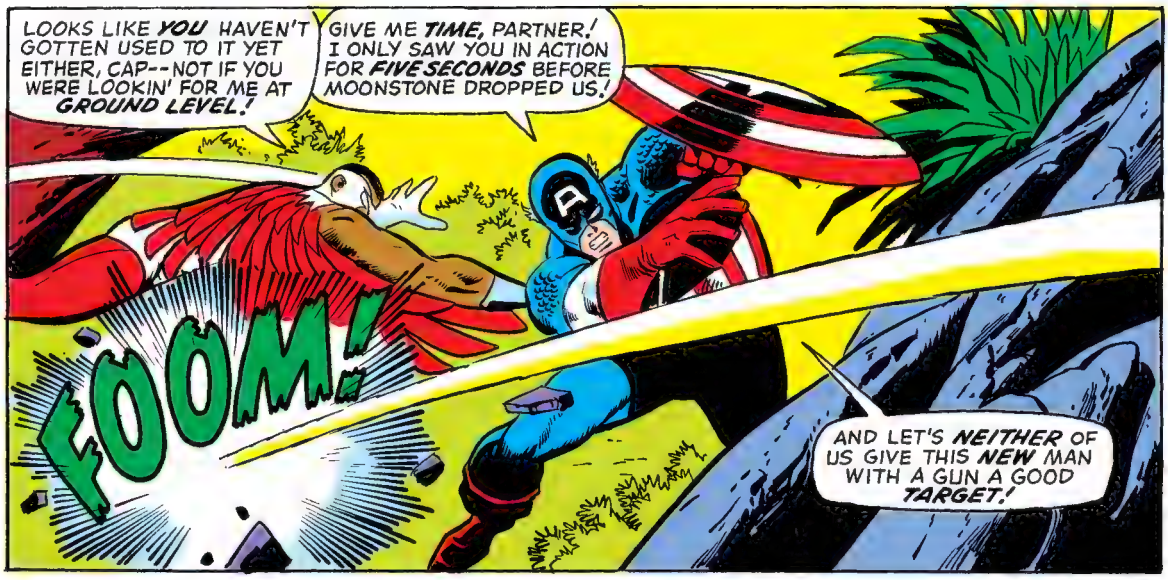

THUS IT IS THAT, A SHORT TIME LATER IN MANHATTAN'S SPRAWLING CENTRAL PARK--
CHEEZ! DON'T COME POPPIN' OUT LIKE THAT, BOSS! I NEARLY JUMPED--
DOUBLE-CHEEZ! LOOK WHO HE'S GOT WITH 'IM!
A FINE CREW OF STUMBLEBUMS YOU ARE, STANDING THERE GAPING!
YOU'RE THE SANITATION SQUAD! YOU'RE THE OLD PROS IN CRIME!
WELL, SO FAR YOU'VE ACTED LIKE THE BOWERY BOYS!
BUT WE--
I DON'T WANT TO HEAR IT! JUST SEE IF YOU CAN GUARD TWO UNCONSCIOUS MEN WHILE I MAKE SOME CALLS!
IT SHOULDN'T BE TOO HARD! YOU DO HAVE GUNS!
THAT GUY GIVES ME A VERY SHARP PAIN!
AFFIRMATIVE, NUMBER TWENTY. BUT THEY'RE ALL LIKE THAT NOW: NOTHING BUT EGO AND POWER-HUNGER!
THERE AREN'T ANY REAL LEADERS ANY MORE!
NUMBER TWELVE IS RIGHT! GUYS LIKE MACARTHUR--EISENHOWER--THEY KNEW THEY WERE MEN LIKE YOU!
BUT THESE NEW FELLOWS THINK THEY'RE LITTLE TIN GODS!
AND WHILE THE GUARDS' ATTENTION WAVERS--


--TWO BLUE EYES POP OPEN AND TWO BLUE SHOULDERS HEAVE!
THIS IS THE SECOND TIME I'VE COME TO BEFORE YOU HOODS WERE READY!*
IMPOSSIBLE! WE CAN'T HAVE FUMBLED IT TWICE!
*LAST ISH COVERED THE FIRST.--ROY.

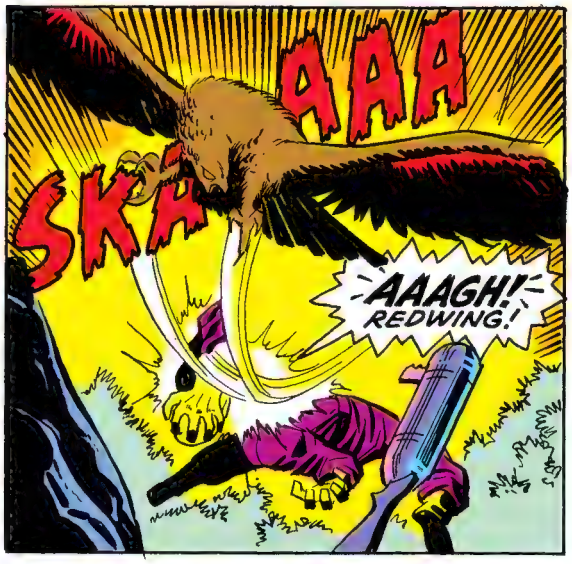
SORRY, BOYS, BUT IT'S BASIC ARITH-METIC!

NOW I'VE GOT SOME BREATHING ROOM! BUT WHERE'S THE FALCON? DIDN'T THEY BRING HIM?
HE MISSED SEEING ME IN THE BUSHES! THIS IS MY LUCKY DAY!

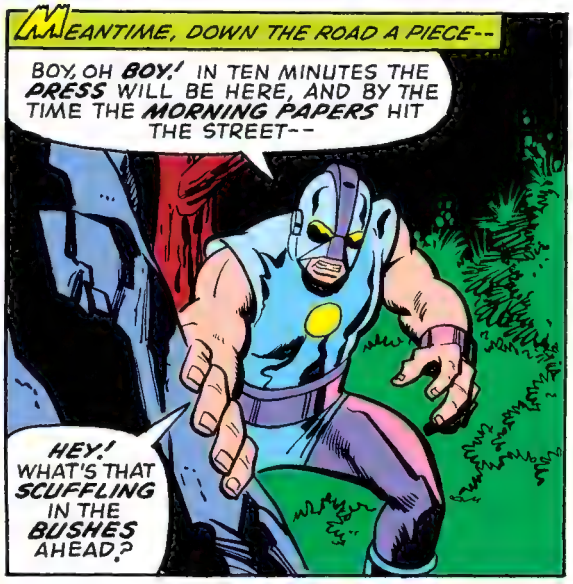

BACK OFF, HIT MAN! DON'T YOU KNOW FALCONS CAN FLY?
POW!


LOOKS LIKE YOU HAVEN'T GOTTEN USED TO IT YET EITHER, CAP--NOT IF YOU WERE LOOKIN' FOR ME AT GROUND LEVEL!
GIVE ME TIME, PARTNER! I ONLY SAW YOU IN ACTION FOR FIVE SECONDS BEFORE MOONSTONE DROPPED US!
FOOM!
AND LET'S NEITHER OF US GIVE THIS NEW MAN WITH A GUN A GOOD TARGET!

I DUNNO WHY MOONSTONE DIDN'T KILL YA RIGHT OFF, HEROES--
--BUT I'M NOT PAID TO THINK! I'M JUST GONNA DO WHAT'S NEEDED!
TAKE THIS!

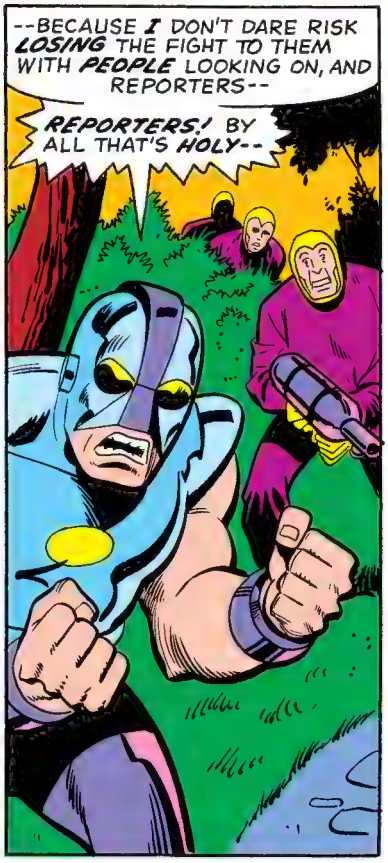

AAA
SKA
AAAGH! REDWING!

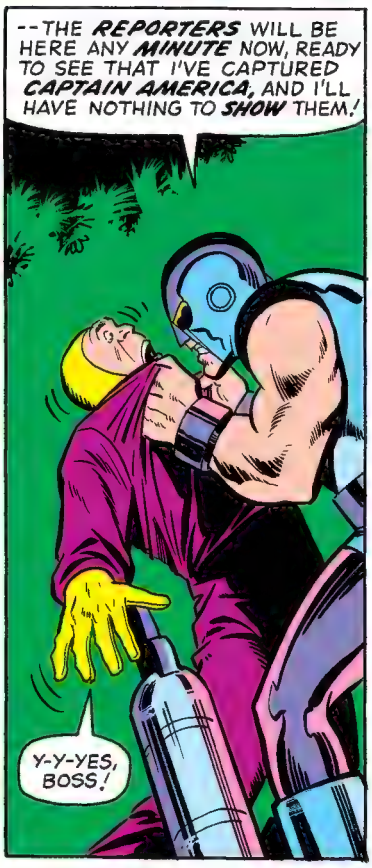
LET'S PUT THIS SHOW ON THE ROAD, MAN!
YOU CALLED IT, FALC! IF EVER WE NEEDED SOME TIME TO SIT AND THINK, IT'S NOW!
COMING THROUGH, PEOPLE! PARDON MY SHIELD!

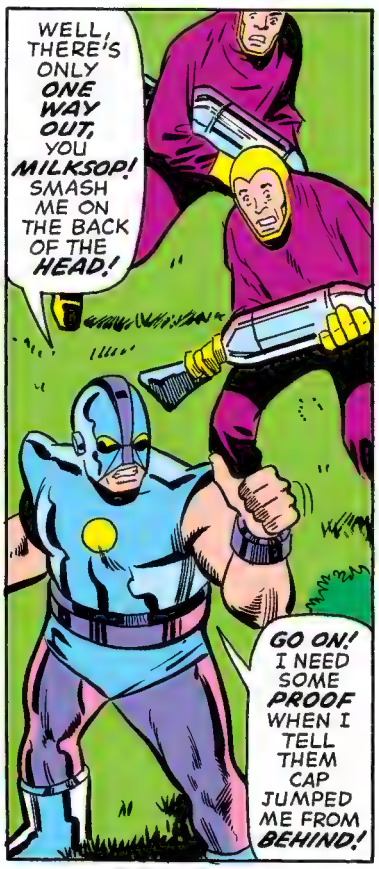

MEANTIME, DOWN THE ROAD A PIECE--
BOY, OH BOY! IN TEN MINUTES THE PRESS WILL BE HERE, AND BY THE TIME THE MORNING PAPERS HIT THE STREET--
HEY! WHAT'S THAT SCUFFLING IN THE BUSHES AHEAD?

WELL, MAYBE IT'S SOMETHIN' YOU BETTER NOT STAND IN THE WAY OF, JACK!
SORRY WE CAN'T STAY, MOONSTONE--

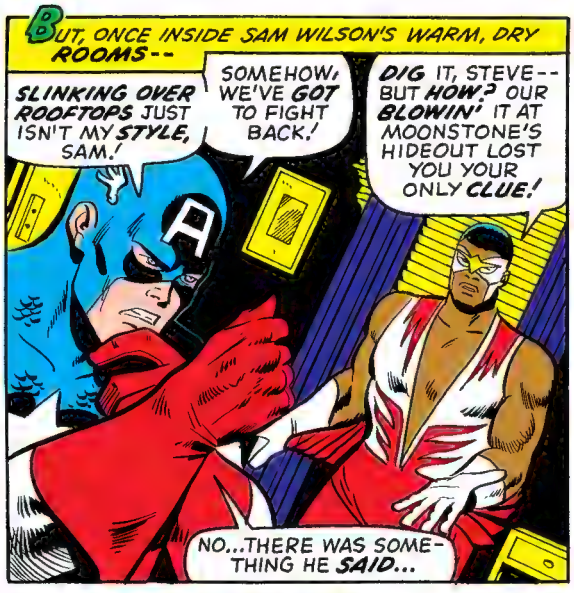
--BUT YOU'VE GOT THE LAW AND UNEARTHLY POWERS ON YOUR SIDE--
--AND WE DON'T DARE RISK YOUR CAPTURING US AGAIN!
THEY'RE OUT OF THE PARK! I CAN'T CHASE THEM--

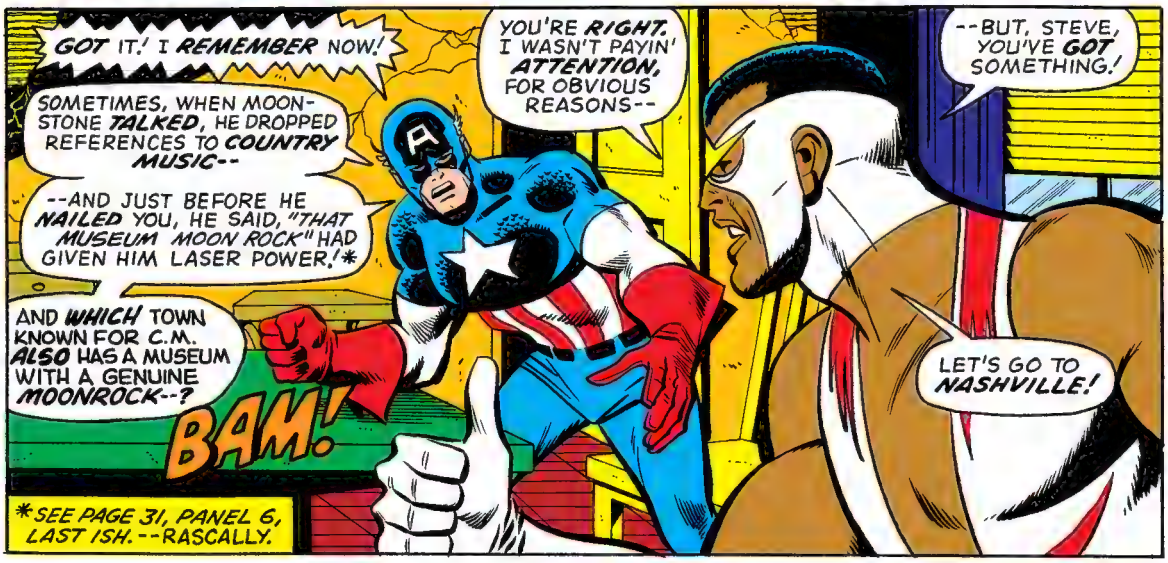

--BECAUSE I DON'T DARE RISK LOSING THE FIGHT TO THEM WITH PEOPLE LOOKING ON, AND REPORTERS--
REPORTERS! BY ALL THAT'S HOLY--

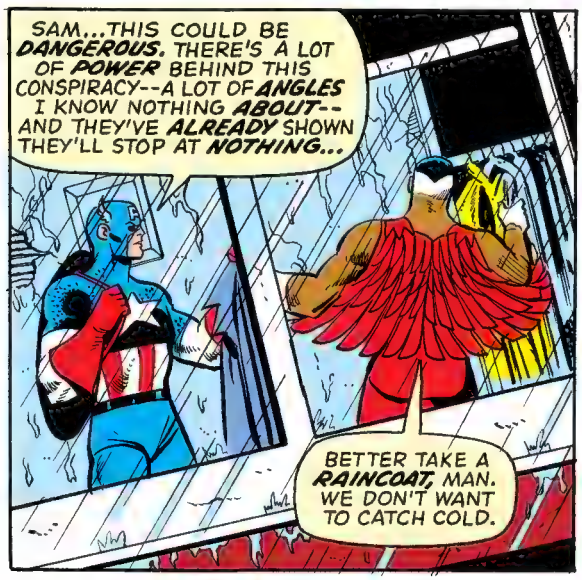

--THE REPORTERS WILL BE HERE ANY MINUTE NOW, READY TO SEE THAT I'VE CAPTURED CAPTAIN AMERICA, AND I'LL HAVE NOTHING TO SHOW THEM!
Y-Y-YES, BOSS!

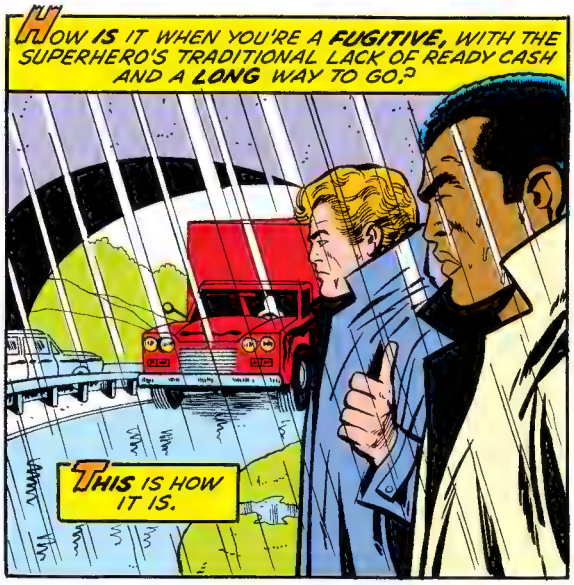

WELL, THERE'S ONLY ONE WAY OUT, YOU MILKSOP! SMASH ME ON THE BACK OF THE HEAD!
GO ON! I NEED SOME PROOF WHEN I TELL THEM CAP JUMPED ME FROM BEHIND!

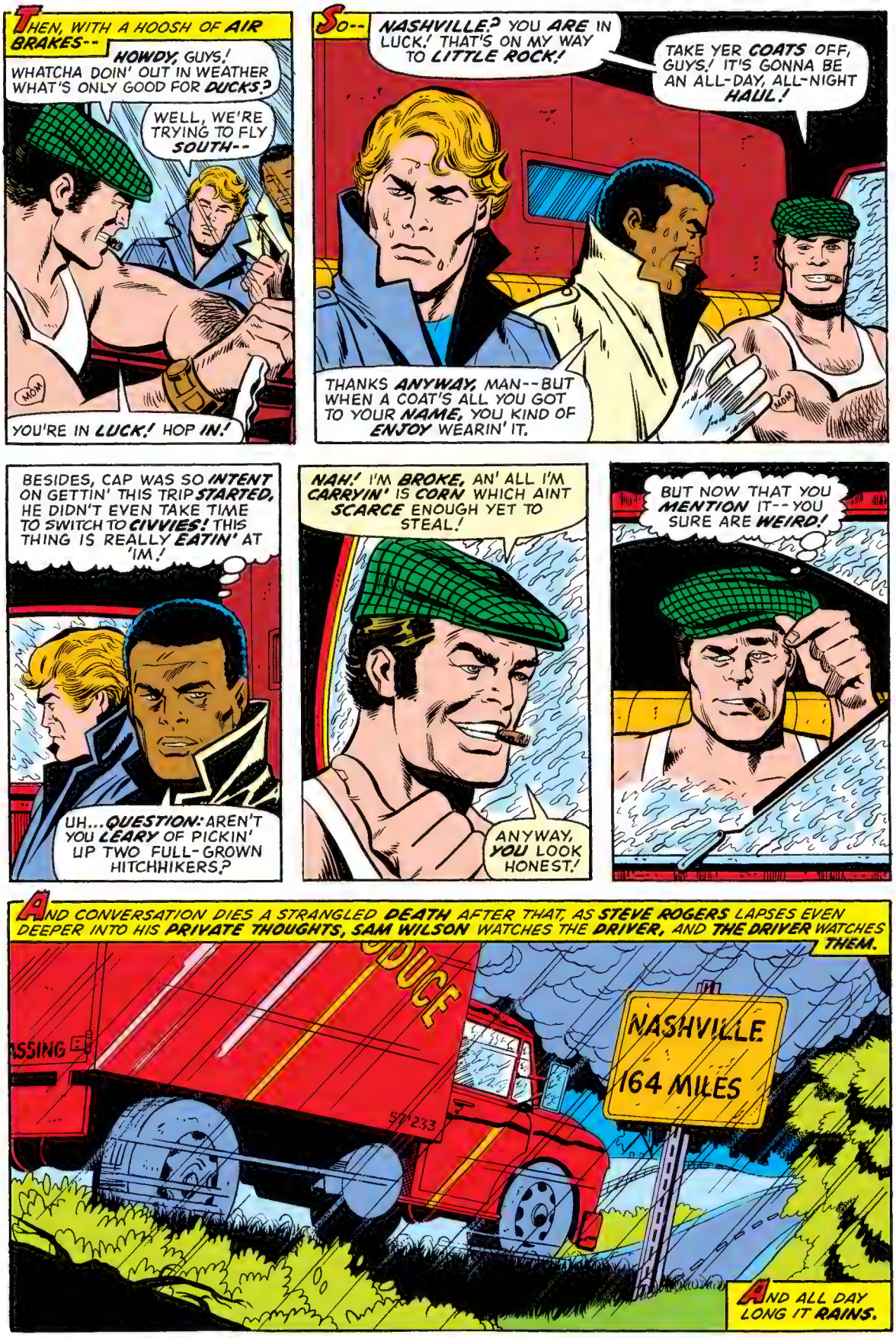
IT HAS BEGUN TO RAIN WHEN CAP AND FALC REACH HARLEM...
...A DULL, GRAY, WINTER RAIN THAT ALMOST SEEMS ON CUE, BECAUSE IT SO PERFECTLY MATCHES THEIR MOOD.

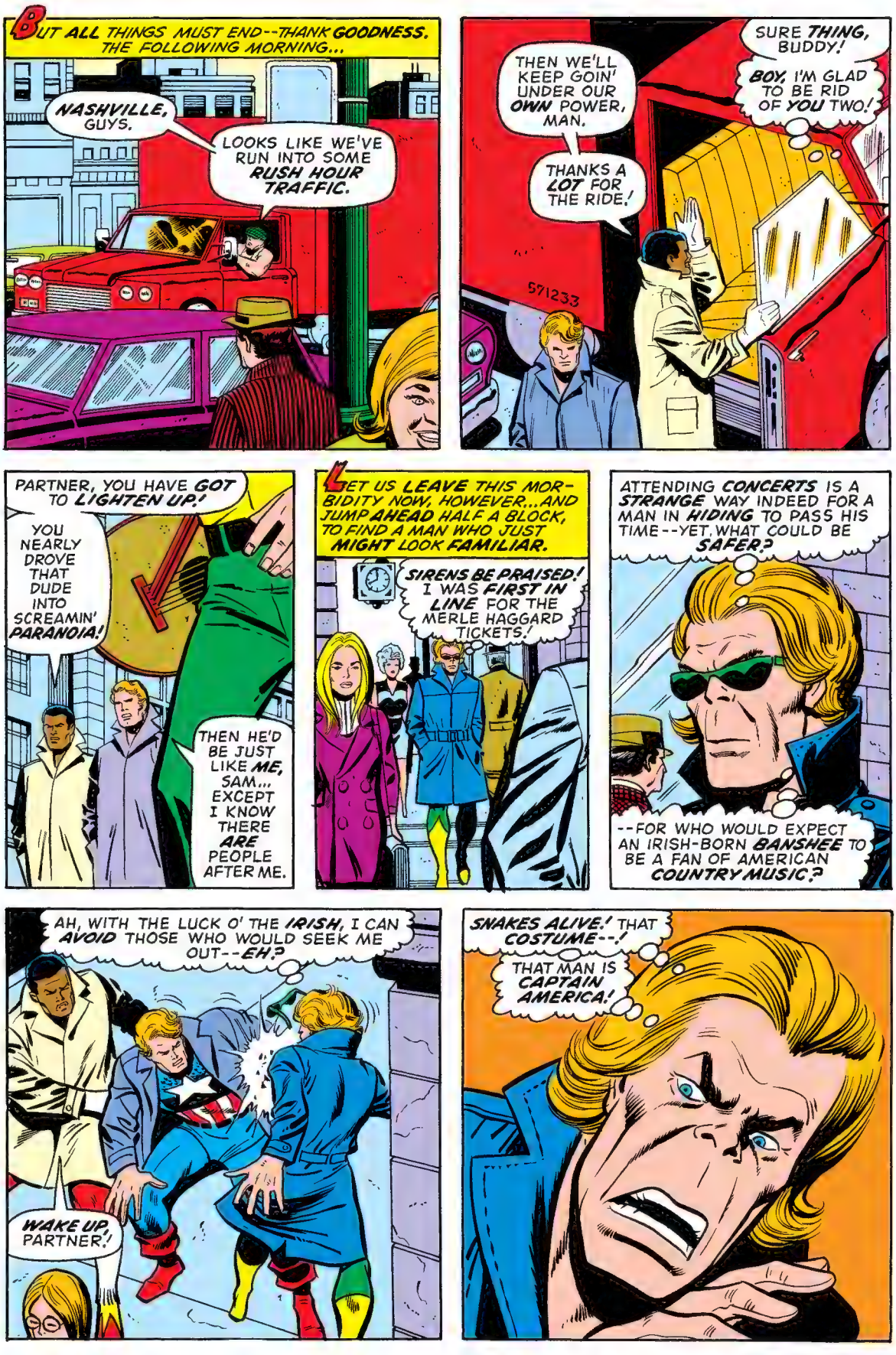

BUT, ONCE INSIDE SAM WILSON'S WARM, DRY ROOMS--
SLINKING OVER ROOFTOPS JUST ISN'T MY STYLE, SAM.!
SOMEHOW, WE'VE GOT TO FIGHT BACK.!
DIG IT, STEVE--BUT HOW.? OUR BLOWIN' IT AT MOONSTONE'S HIDEOUT LOST YOU YOUR ONLY CLUE.!
NO...THERE WAS SOMETHING HE SAID...


GOT IT.! I REMEMBER NOW.!
SOMETIMES, WHEN MOONSTONE TALKED, HE DROPPED REFERENCES TO COUNTRY MUSIC--
--AND JUST BEFORE HE NAILED YOU, HE SAID, "THAT MUSEUM MOON ROCK" HAD GIVEN HIM LASER POWER.!*
AND WHICH TOWN KNOWN FOR C.M. ALSO HAS A MUSEUM WITH A GENUINE MOONROCK--?
BAM!
YOU'RE RIGHT. I WASN'T PAYIN' ATTENTION, FOR OBVIOUS REASONS--
--BUT, STEVE, YOU'VE GOT SOMETHING.!
LET'S GO TO NASHVILLE!
*SEE PAGE 31, PANEL 6, LAST ISH. --RASCALLY.

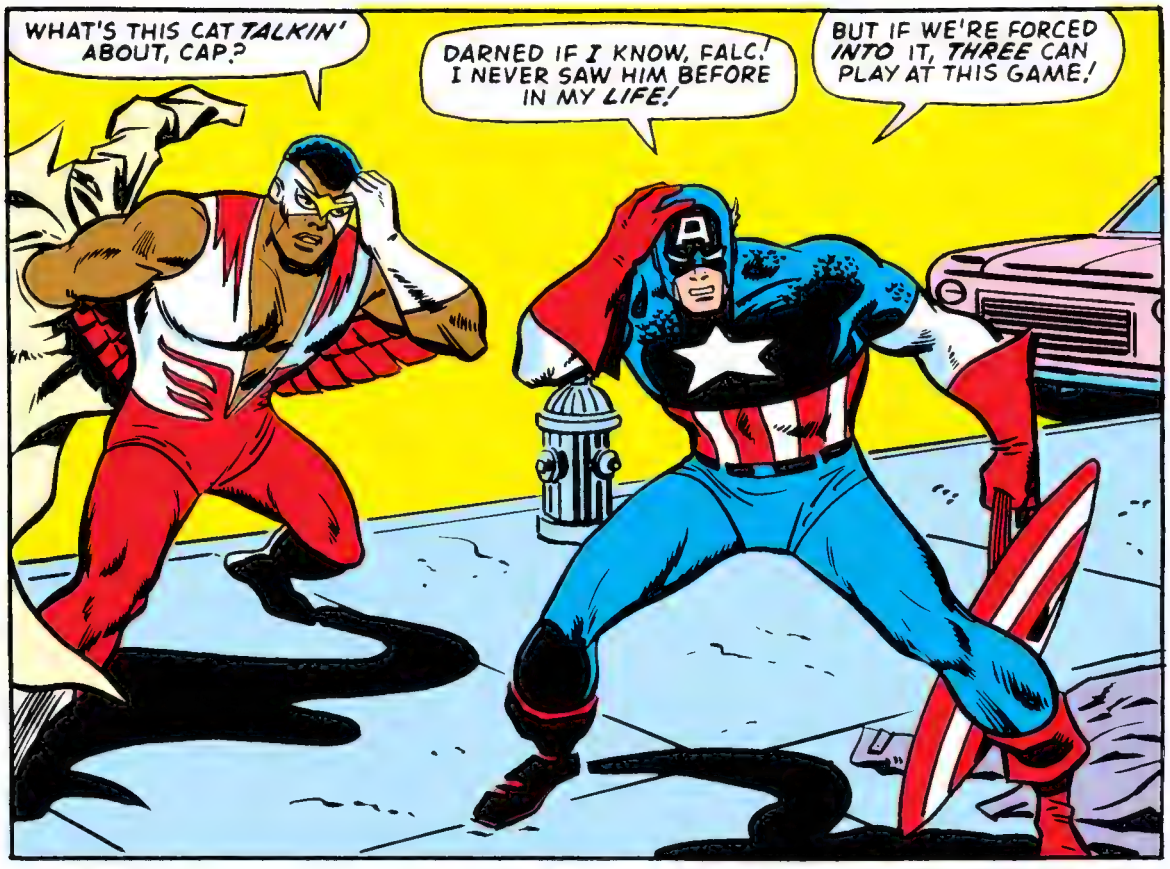

SAM...THIS COULD BE DANGEROUS. THERE'S A LOT OF POWER BEHIND THIS CONSPIRACY--A LOT OF ANGLES I KNOW NOTHING ABOUT--AND THEY'VE ALREADY SHOWN THEY'LL STOP AT NOTHING...
BETTER TAKE A RAINCOAT, MAN. WE DON'T WANT TO CATCH COLD.


HOW IS IT WHEN YOU'RE A FUGITIVE, WITH THE SUPERHERO'S TRADITIONAL LACK OF READY CASH AND A LONG WAY TO GO.?
THIS IS HOW IT IS.


THEN, WITH A HOOSH OF AIR BRAKES--
HOWDY, GUYS! WHATCHA DOIN' OUT IN WEATHER WHAT'S ONLY GOOD FOR DUCKS?
WELL, WE'RE TRYING TO FLY SOUTH--
YOU'RE IN LUCK! HOP IN!
SO--
NASHVILLE? YOU ARE IN LUCK! THAT'S ON MY WAY TO LITTLE ROCK!
TAKE YER COATS OFF, GUYS! IT'S GONNA BE AN ALL-DAY, ALL-NIGHT HAUL!
THANKS ANYWAY, MAN--BUT WHEN A COAT'S ALL YOU GOT TO YOUR NAME, YOU KIND OF ENJOY WEARIN' IT.
BESIDES, CAP WAS SO INTENT ON GETTIN' THIS TRIP STARTED, HE DIDN'T EVEN TAKE TIME TO SWITCH TO CIVVIES! THIS THING IS REALLY EATIN' AT 'IM!
UH...QUESTION: AREN'T YOU LEARY OF PICKIN' UP TWO FULL-GROWN HITCHHIKERS?
NAH! I'M BROKE, AN' ALL I'M CARRYIN' IS CORN WHICH AINT SCARCE ENOUGH YET TO STEAL!
ANYWAY, YOU LOOK HONEST!
BUT NOW THAT YOU MENTION IT--YOU SURE ARE WEIRD!
AND CONVERSATION DIES A STRANGLED DEATH AFTER THAT, AS STEVE ROGERS LAPSES EVEN DEEPER INTO HIS PRIVATE THOUGHTS, SAM WILSON WATCHES THE DRIVER, AND THE DRIVER WATCHES THEM.
NASHVILLE
164 MILES
AND ALL DAY LONG IT RAINS.


BUT ALL THINGS MUST END--THANK GOODNESS. THE FOLLOWING MORNING...
NASHVILLE, GUYS.
LOOKS LIKE WE'VE RUN INTO SOME RUSH HOUR TRAFFIC.
THEN WE'LL KEEP GOIN' UNDER OUR OWN POWER, MAN.
THANKS A LOT FOR THE RIDE.
SURE THING, BUDDY!
BOY, I'M GLAD TO BE RID OF YOU TWO!
571233
PARTNER, YOU HAVE GOT TO LIGHTEN UP.!
YOU NEARLY DROVE THAT DUDE INTO SCREAMIN' PARANOIA!
THEN HE'D BE JUST LIKE ME, SAM... EXCEPT I KNOW THERE ARE PEOPLE AFTER ME.
LET US LEAVE THIS MORBIDITY NOW, HOWEVER...AND JUMP AHEAD HALF A BLOCK, TO FIND A MAN WHO JUST MIGHT LOOK FAMILIAR.
SIRENS BE PRAISED! I WAS FIRST IN LINE FOR THE MERLE HAGGARD TICKETS.!
ATTENDING CONCERTS IS A STRANGE WAY INDEED FOR A MAN IN HIDING TO PASS HIS TIME--YET, WHAT COULD BE SAFER?
--FOR WHO WOULD EXPECT AN IRISH-BORN BANSHEE TO BE A FAN OF AMERICAN COUNTRY MUSIC?
AH, WITH THE LUCK O' THE IRISH, I CAN AVOID THOSE WHO WOULD SEEK ME OUT--EH?
WAKE UP, PARTNER!
SNAKES ALIVE! THAT COSTUME--!
THAT MAN IS CAPTAIN AMERICA!

HE SPUN AWAY BEFORE I COULD SEE HIS FACE, BUT HIS FACE IS NOT SO IMPORTANT AS THE FACT THAT I'VE READ HE'S A CRIMINAL!
SO YE'VE TRACKED ME DOWN FOR YOUR SCURVY GANG, HAVE YOU? THEN PRAY LOUD AND LONG TO YOUR SAINTS, LADS--
--FOR YOU'LL NEVER TAKE THE BANSHEE ALIVE!*
*FOR YOU COMPLETISTS, THIS MERRY MUTANT WAS LAST SEEN IN X-MEN #60. --RESEARCHIN' ROY.

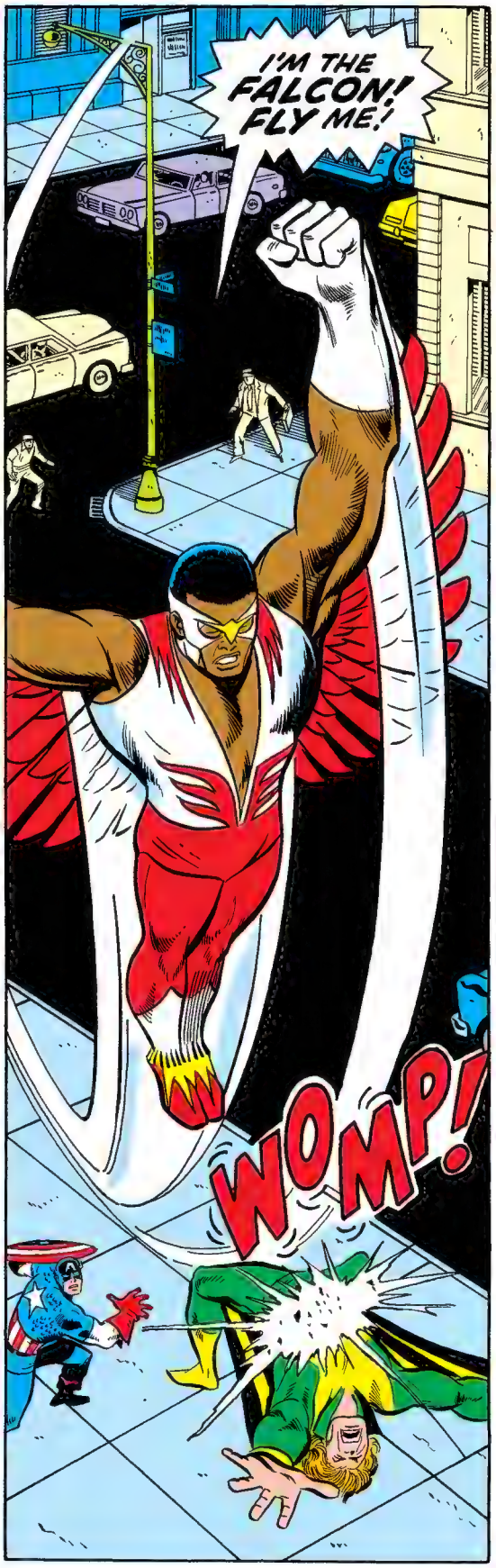

WHAT'S THIS CAT TALKIN' ABOUT, CAP.?
DARNED IF I KNOW, FALC! I NEVER SAW HIM BEFORE IN MY LIFE!
BUT IF WE'RE FORCED INTO IT, THREE CAN PLAY AT THIS GAME!

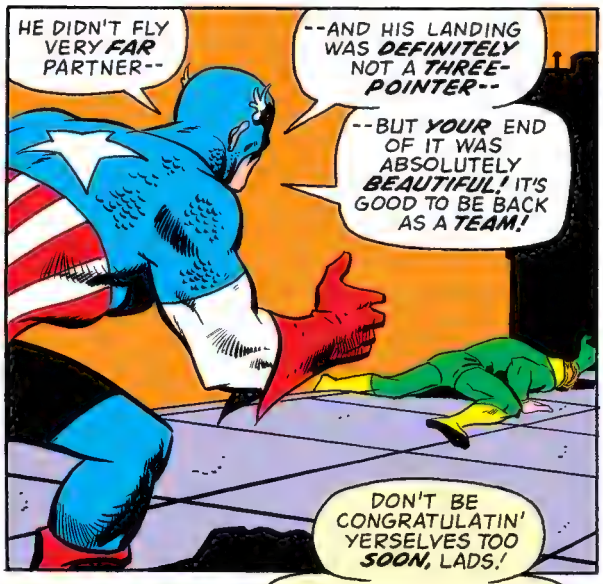
HOWEVER, AS OUR HEROES LEARN IN THE FOLLOWING SECOND--
EEEE
--ONLY ONE CAN PLAY LIKE THE BANSHEE!

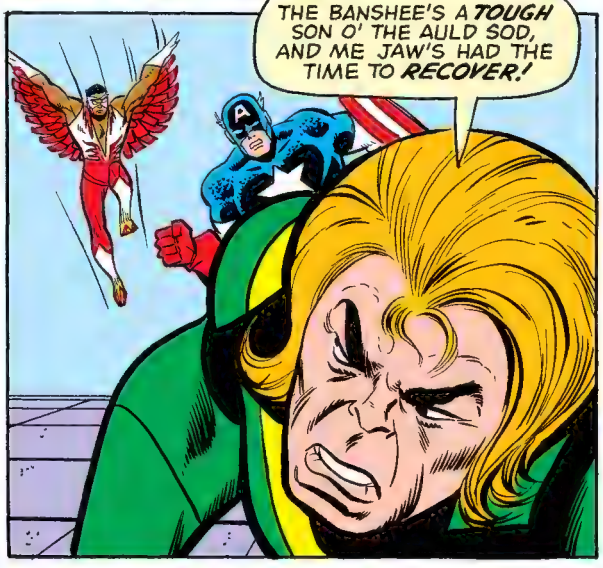
GOOD LORD! HIS SCREAM IS ULTRASONIC-- SMASHING US LIKE A BATTERING RAM!
EEEEEEEEEE
FOOM!

YOUR POWER IS INCREDIBLE, MISTER, BUT I'VE FACED WORSE IN MY TIME--
--AND WON!
HAVE YE NOW?
KRAK!
AND DO YE THINK I'LL BE PARALYZED BY YOUR REPUTA-TION?
NO--
--BUT MY SHIELD MADE YOU TURN YOUR HEAD, AND THAT'S ALL I WANTED!
POW!
NOW, SUPPOSE YOU USE YOUR MOUTH TO EXPLAIN WHY YOU ATTACKED ME!
I'LL BE USIN' ME MOUTH, ALL RIGHT--TO BLAST YE TO KINGDOM COME!
EERKK
ME JAW! YE BRUISED ME JAW AND I CANNOT SCREAM!

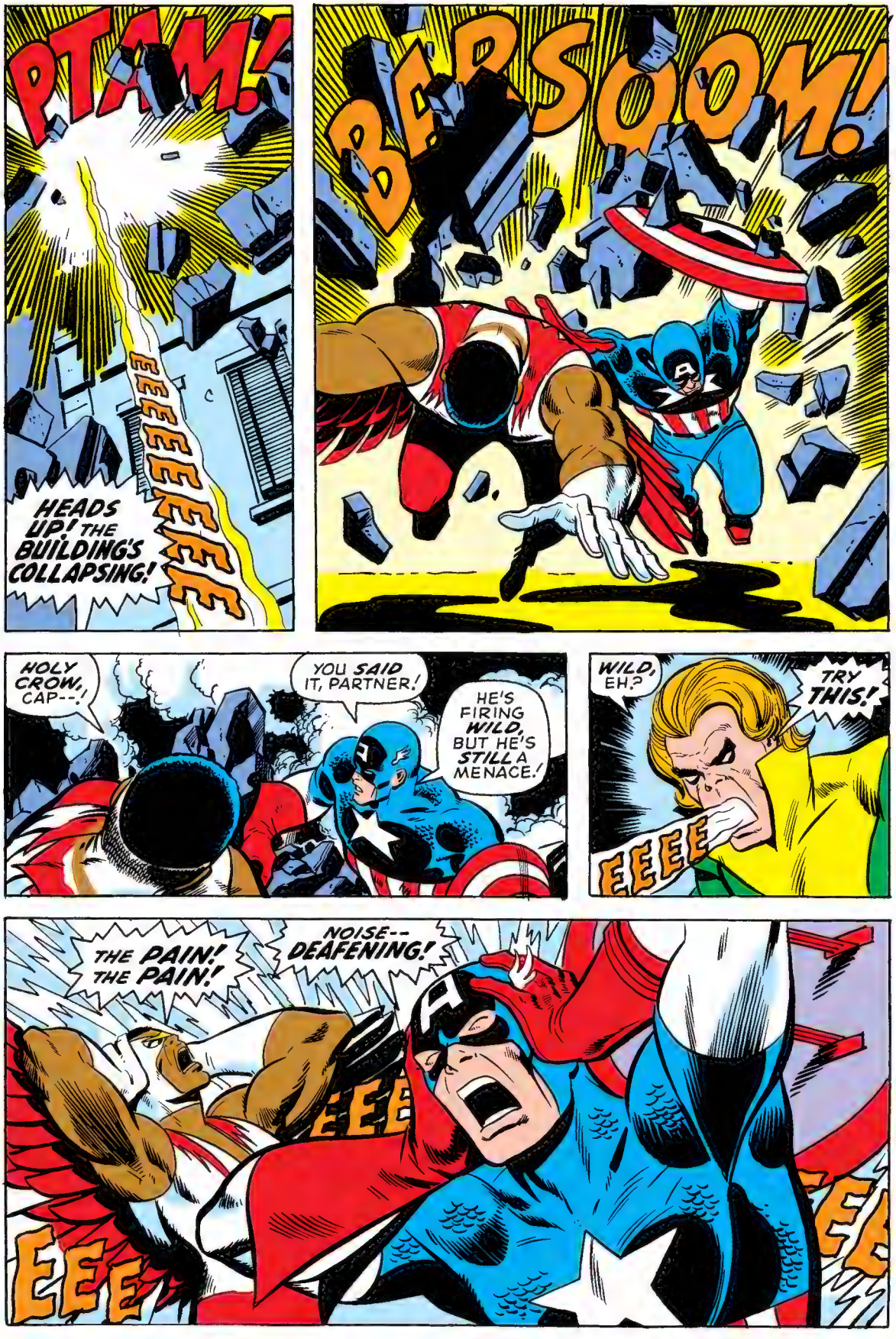
WITHOUT ME HIGH-PITCHED WAIL, I CANNOT DIRECT AN ATTACK! I MUST USE WHAT SOUND I CAN MUSTER TO FLY FREE!
WHAT--?
GLOM!
NOT SO FAST, HUMMINGBIRD!
WHAT MANNER OF MAN IS THIS? ME SONIC VIBRATIONS SHOULD PULL ME FROM ANY-ONE'S GRASP--
--YET HIS HOLD IS UNBREAKABLE! HE IS TOO STRONG!
MEANWHILE--
LORD, I MUST LOOK LIKE A FOOL CLIMBIN' THIS LAMP POST!
HOT DARN! WHAT KINDA FOOL THING IS HE UP TO?
STILL, NO MATTER WHAT I LOOK LIKE, MY PLAN JUSTIFIES IT!
--I HOPE!
THE JET-TIPS ON MY GLIDER WINGS CAN'T LIFT ME 'LESS I'VE ALREADY GOT SOME SPEED, AN' I ONLY GET SPEED BY SWOOPIN'!
THIS IS ALL SO NEW, THOUGH!
IF I HAVEN'T GOT THE CONTROL I THINK I HAVE, I'LL LOOK LIKE MORE THAN A FOOL!
I'LL LOOK LIKE A SQUASHED TOMATO!
LOOK OUT, BANSHEE!


I'M THE FALCON! FLY ME!
WOMP!


HE DIDN'T FLY VERY FAR PARTNER--
--AND HIS LANDING WAS DEFINITELY NOT A THREE-POINTER--
--BUT YOUR END OF IT WAS ABSOLUTELY BEAUTIFUL! IT'S GOOD TO BE BACK AS A TEAM!
DON'T BE CONGRATULATIN' YERSELVES TOO SOON, LADS!


THE BANSHEE'S A TOUGH SON O' THE AULD SOD, AND ME JAW'S HAD THE TIME TO RECOVER!

I'M READY FOR YE AGAIN!
EEE


PTAM!
EEEEEEEE
HEADS UP! THE BUILDING'S COLLAPSING!
BARSOOM!
HOLY CROW, CAP--!
YOU SAID IT, PARTNER!
HE'S FIRING WILD, BUT HE'S STILL A MENACE!
WILD, EH?
TRY THIS!
EEEE
THE PAIN! THE PAIN!
NOISE-- DEAFENING!
EEE
EEE

HEAD--FEELS AS IF IT'S GOING TO BURST! HAVE TO--STOP SOUND!
EEEEEE
CAP! CAN'T--MAKE IT!
GOT--TO! GOT TO!
KEEP--MOVING, FALC!
HAVE TO REACH HIM--STOP HIM--
--STOP--
AAAGH!
EEEEEEE
YE'LL BE STOPPIN' NO ONE, ME CRIMINAL FRIEND!
THE BANSHEE MAY NOT HAVE YER STRENGTH, OR YER COHORT'S WINGS, BUT I'LL NEVER BE TAKEN PRISONER BY THE LIKES O' YOU!
SUDDENLY, FROM BEHIND THE STRANGE MAN WITH THE STRANGE WORDS--
BRAK!

SNAKES ALIVE! 'TIS CYCLOPS-- OF THE X-MEN!
HOLD IT, BANSHEE! I DON'T WANT TO HURT YOU--
--BUT MY OPTIC BLAST CAN COME A LOT CLOSER IF YOU TRY TO MAKE ANOTHER RUN FOR IT!
SZZRAT!
WE'VE COME A LONG WAY TO GET YOU--
UHH!
I'LL BET YE HAVE-- BUT I'LL NOT BE GOTTEN TODAY!
--NOT BY CAPTAIN AMERICA, AND NOT BY YOU!
EEEEEEEEE
MY EARS!

THE YOUTHFUL X-MAN STUMBLES TO HIS KNEES, AND FOR A MOMENT, THE OLDER MUTANT HESITATES, AS IF TORN BETWEEN A DESIRE TO RUN AND A DESIRE TO STAY...
...BUT IN THE END, HE RUNS!
CAN'T--CONCENTRATE ENOUGH POWER TO BLAST HIM DOWN!
WHO AM I KIDDING? I CAN'T SUMMON ENOUGH POWER TO STAND UP!
HE GOT AWAY!
AT THE SAME TIME, JUST DOWN THE SIDEWALK--
FALC...YOU ALL RIGHT?
SAY IT AGAIN, CAP. IT'S GOOD-- TO HEAR SOMETHING--
--THAT DOESN'T HURT MY EARS!
THEN I'LL TELL YOU SOMETHING ELSE! WE'D BETTER MOVE OUT BEFORE POLICE ARRIVE TO--WAIT!
DO YOU FEEL-- A TINGLE--?
LIKE--A TUGGIN'! YEAH, BUT WHAT--
WE'RE BEING LIFTED INTO THE AIR!
CAN'T FIGHT IT!

SWIFTLY, EVER MORE SWIFTLY, THE SET-UPON PAIR RISE OUT OF THE CITY AND FLY TOWARD OPEN COUNTRY, UNTIL--
WHY, I KNOW WHO THEY ARE!
BUT I'M NOT SURE IF THEY WANT YOU TO KNOW, FALC!
THANK YOU, CAPTAIN AMERICA--

--BUT THE FALCON SHOULD BE MADE AWARE THAT WE ARE PROFESSOR X AND MARVEL GIRL, OF THE X-MEN!
HE SHOULD, HUH? THEN MAYBE YOU CAN US BOTH AWARE OF WHY YOU MUTANTS HAVE DECLARED OPEN SEASON ON US!
NOW HOLD ON--

I UNDERSTAND YOUR ANGER, CAP, BUT PLEASE-- LISTEN.
WHAT HAPPENED TODAY WAS THE REVERSE OF WHAT YOU THINK. THE BANSHEE FOUGHT YOU--AS HE FOUGHT CYCLOPS--BECAUSE OPEN SEASON HAS BEEN DECLARED ON MUTANTS!

ALL OF MY OTHER X-MEN, MANY OF OUR ALLIES --AND MANY OF OUR ENEMIES--HAVE BEEN CAPTURED BY A GROUP BENT ON DESTROYING US!
IT IS DIFFICULT TO TELL FRIEND FROM FOE! THE BANSHEE MISTOOK YOU AND CYCLOPS FOR THE LATTER!

LOOK, PROFESSOR-- I DON'T WANT TO SEEM UNCONCERNED--
--BUT I HAVE MY OWN PROBLEMS NOW.
IF IT'S HELP YOU'RE AFTER--

IT IS--AND WITH GOOD REASON.
YOU SEE, I BELIEVE THAT THE GROUP THAT HUNTS YOU IS THE SAME GROUP THAT HUNTS US!

IF THAT'S TRUE, PROFESSOR--
--IF THAT'S TRUE, YOU'VE GOT ALL THE HELP WE CAN GIVE!
TELL US MORE!
NEXT: The SECRET EMPIRE

CAPT. AMERICA
MARVEL COMICS GROUP™
APPROVED BY THE COMICS CODE AUTHORITY
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MAY
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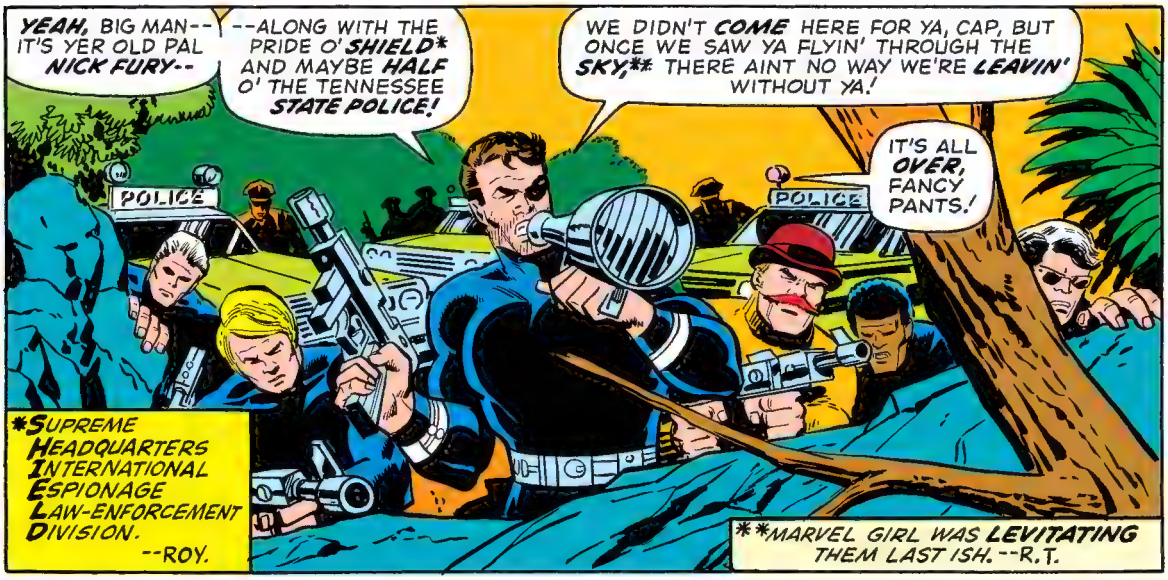
CAPTAIN AMERICA™
AND
THE FALCON™
SIDE BY SIDE WITH THE X-MEN!
MAKE WAY FOR THE MARVEL AGE OF COMICS --PHASE TWO!
IN DEADLY COMBAT WITH NICK FURY AND HIS HELL-RAISING AGENTS OF SHIELD!
GET 'EM! SHOOT TO KILL!

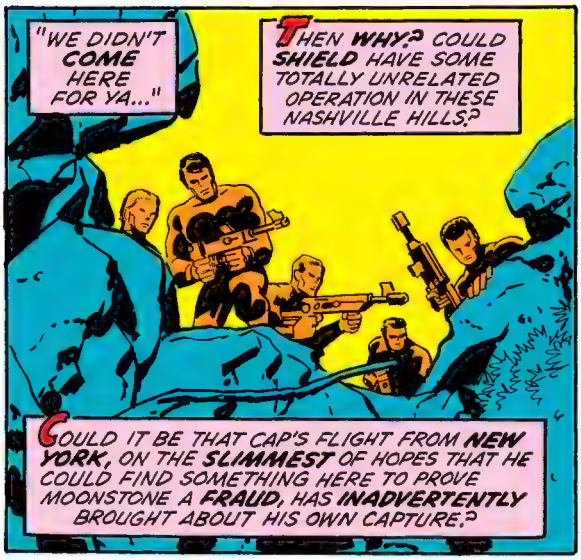
Stan Lee PRESENTS: CAPTAIN AMERICA AND THE FALCON™

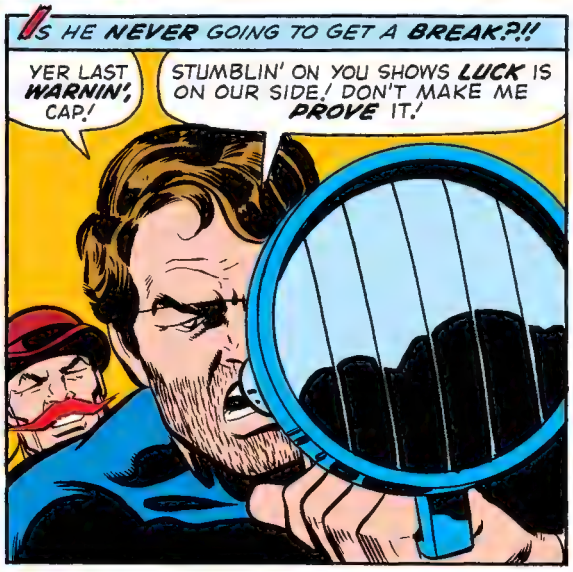
STEVE ENGLEHART SCRIPT ★ SAL BUSCEMA ART | VINNIE COLLETTA INKS | ARTIE SIMEK, LETTERER G. ROUSSOS, COLORIST | ROY THOMAS EDITOR

THE SINS OF THE SECRET EMPIRE!

CAP HAS JUST MET THE ENIGMATIC X-MEN, WHO SAY THEY MAY BE ABLE TO HELP DESTROY THE TRUMPED-UP MURDER CHARGE HANGING OVER HIM... BUT BEFORE HE CAN RECOVER FROM THAT SHOCK--
RAISE EM, CAP! THIS IS YOUR FINISH!
NO! IT CAN'T BE!

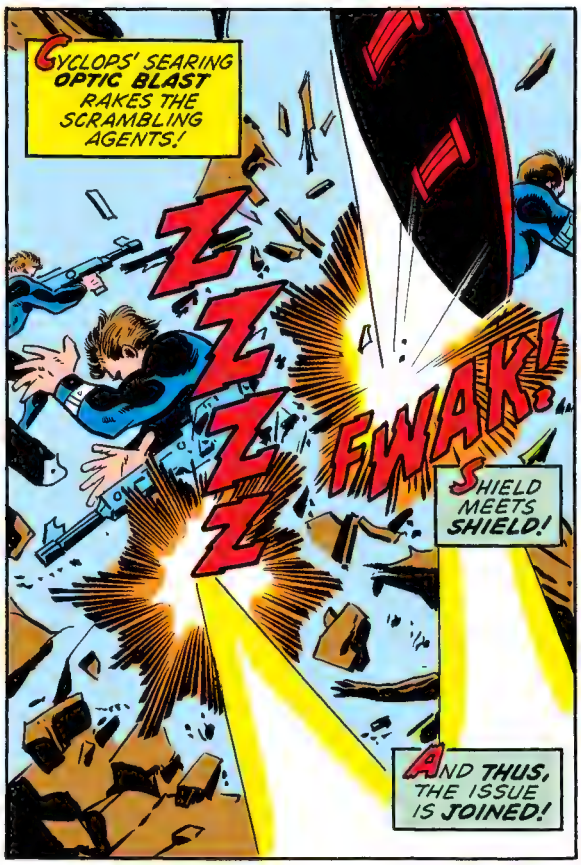

YEAH, BIG MAN--IT'S YER OLD PAL NICK FURY--
--ALONG WITH THE PRIDE O' SHIELD* AND MAYBE HALF O' THE TENNESSEE STATE POLICE!
WE DIDN'T COME HERE FOR YA, CAP, BUT ONCE WE SAW YA FLYIN' THROUGH THE SKY,** THERE AINT NO WAY WE'RE LEAVIN' WITHOUT YA!
IT'S ALL OVER, FANCY PANTS!
POLICE
POLICE
*SUPREME HEADQUARTERS INTERNATIONAL ESPIONAGE LAW-ENFORCEMENT DIVISION. --ROY.
**MARVEL GIRL WAS LEVITATING THEM LAST ISH. --R.T.


"WE DIDN'T COME HERE FOR YA..."
THEN WHY? COULD SHIELD HAVE SOME TOTALLY UNRELATED OPERATION IN THESE NASHVILLE HILLS?
COULD IT BE THAT CAP'S FLIGHT FROM NEW YORK, ON THE SLIMMEST OF HOPES THAT HE COULD FIND SOMETHING HERE TO PROVE MOONSTONE A FRAUD, HAS INADVERTENTLY BROUGHT ABOUT HIS OWN CAPTURE?


IS HE NEVER GOING TO GET A BREAK?!!
YER LAST WARNIN', CAP!
STUMBLIN' ON YOU SHOWS LUCK IS ON OUR SIDE! DON'T MAKE ME PROVE IT!

LISTEN, PARTNER--YOU KNOW YOU'RE INNOCENT, AND I KNOW YOU'RE INNOCENT--
THE X-MEN HAVE REASONS OF THEIR OWN FOR WANTING YOU FREE, CAP! WE STAND WITH YOU!
YOU'LL NEVER KNOW HOW MUCH THIS MEANS--EITHER OF YOU!
ALL RIGHT, THEN--
--SO I SAY LET 'EM TRY TO TAKE US!

GO!!

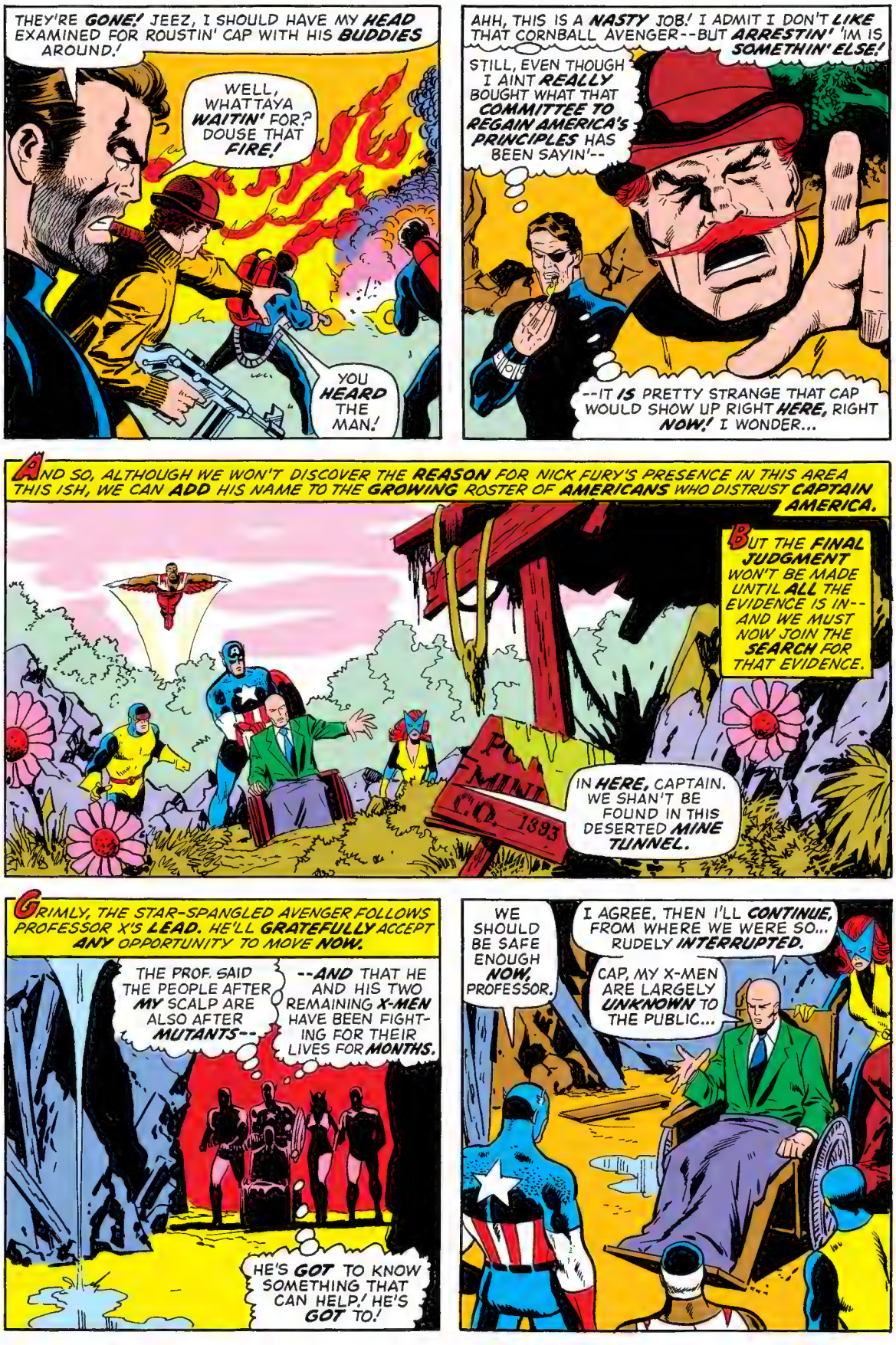

CYCLOPS' SEARING OPTIC BLAST RAKES THE SCRAMBLING AGENTS!
ZZZZZ
FWAK!
SHIELD MEETS SHIELD!
AND THUS, THE ISSUE IS JOINED!

I'VE MENTALLY MADE MYSELF INVISIBLE TO THEIR EYES, MARVEL GIRL!
NO ONE MUST KNOW OF MY CONNECTION WITH THE X-MEN!
UNDERSTOOD, PROFESSOR!
DON'T SWEAT IT, PROF! ONCE MARVEL MAMA LIFTS ME UP WITH THE BIRDS AGAIN--

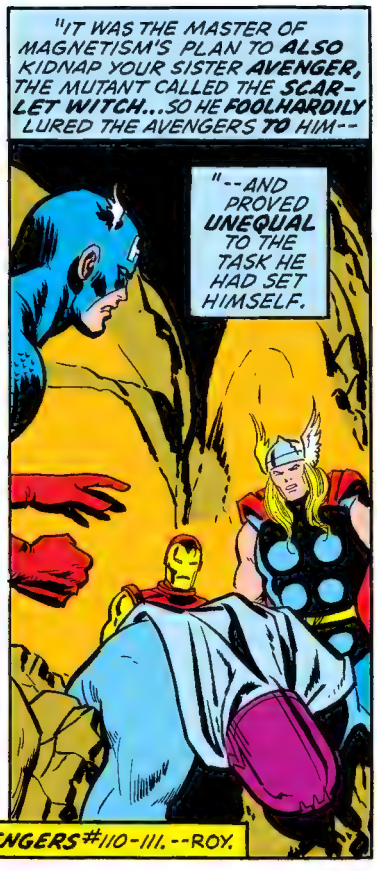
--WELL, I CAN TAKE IT FROM THERE!
YOU KNOW WHAT THEY SAY! WHAT GOES UP--
HEADS UP! HEADS UP!

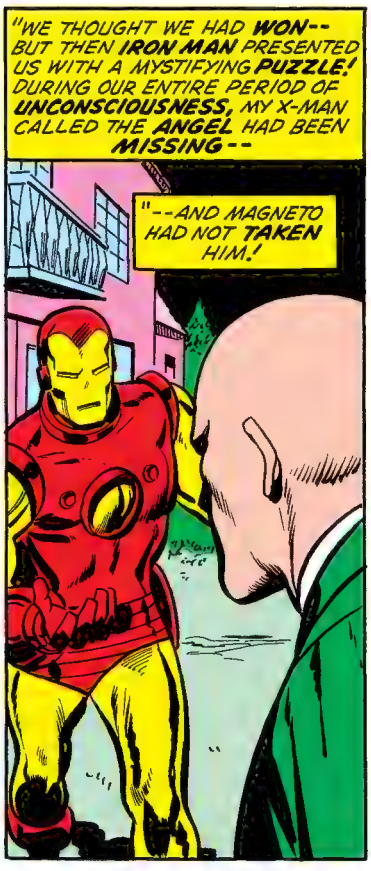
--MUST COME DOWN!
WUMP

ZRAK!
THUD!
PROFESSOR, WE'RE PUSHING THEM BACK-- BUT THERE ARE SO MANY!
I KNOW, JEAN-- AND I HAVE A PLAN.
SCOTT: FOLLOW MY INSTRUCTIONS!
ODD...CYCLOPS SEEMED TO BE LISTENING TO SOMETHING FOR A MOMENT THERE--
--JUST BEFORE HE BEGAN DIRECTING HIS BEAM AT THE GROUND!
GET BACK, NICK! FIRE!
I AINT LOST BOTH EYES, DUGAN!
THEY'VE CUT US OFF!
THAT BLAZE SHOULD HOLD THEM, PROFESSOR!
IT WAS THE ONLY WAY! THEY HUNT CAPTAIN AMERICA FOR WHAT THEY CONSIDER TO BE VALID REASONS! WE CANNOT HURT THEM FOR THAT!
WE CAN ONLY RETREAT AND REGROUP--THIS WAY!

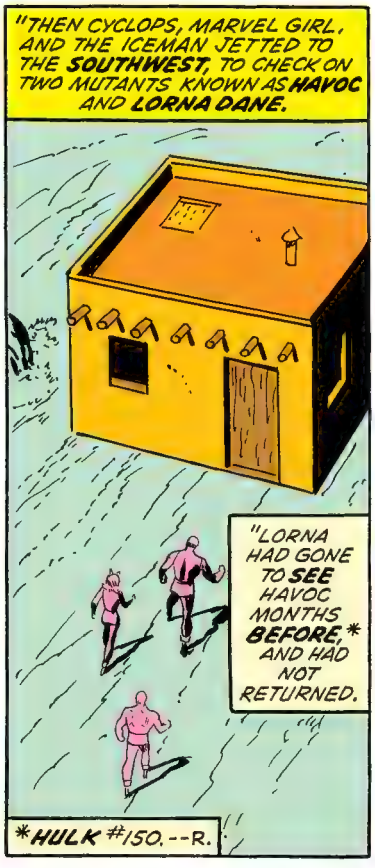

THEY'RE GONE! JEEZ, I SHOULD HAVE MY HEAD EXAMINED FOR ROUSTIN' CAP WITH HIS BUDDIES AROUND!
WELL, WHATTAYA WAITIN' FOR? DOUSE THAT FIRE!
YOU HEARD THE MAN!
AHH, THIS IS A NASTY JOB! I ADMIT I DON'T LIKE THAT CORNBALL AVENGER--BUT ARRESTIN' 'IM IS SOMETHIN' ELSE!
STILL, EVEN THOUGH I AINT REALLY BOUGHT WHAT THAT COMMITTEE TO REGAIN AMERICA'S PRINCIPLES HAS BEEN SAYIN'--
--IT IS PRETTY STRANGE THAT CAP WOULD SHOW UP RIGHT HERE, RIGHT NOW! I WONDER...
AND SO, ALTHOUGH WE WON'T DISCOVER THE REASON FOR NICK FURY'S PRESENCE IN THIS AREA THIS ISH, WE CAN ADD HIS NAME TO THE GROWING ROSTER OF AMERICANS WHO DISTRUST CAPTAIN AMERICA.
BUT THE FINAL JUDGMENT WON'T BE MADE UNTIL ALL THE EVIDENCE IS IN--AND WE MUST NOW JOIN THE SEARCH FOR THAT EVIDENCE.
IN HERE, CAPTAIN. WE SHAN'T BE FOUND IN THIS DESERTED MINE TUNNEL.
GRIMLY, THE STAR-SPANGLED AVENGER FOLLOWS PROFESSOR X'S LEAD. HE'LL GRATEFULLY ACCEPT ANY OPPORTUNITY TO MOVE NOW.
THE PROF. SAID THE PEOPLE AFTER MY SCALP ARE ALSO AFTER MUTANTS--
--AND THAT HE AND HIS TWO REMAINING X-MEN HAVE BEEN FIGHTING FOR THEIR LIVES FOR MONTHS.
HE'S GOT TO KNOW SOMETHING THAT CAN HELP! HE'S GOT TO!
WE SHOULD BE SAFE ENOUGH NOW, PROFESSOR.
I AGREE. THEN I'LL CONTINUE, FROM WHERE WE WERE SO... RUDELY INTERRUPTED.
CAP, MY X-MEN ARE LARGELY UNKNOWN TO THE PUBLIC...

"MUTANTS ARE HATED--FEARED--EVEN WHEN THEY TRY TO DEFEND HOMO SAPIENS FROM OTHER MUTANTS--OTHERS WHO ARE GENUINELY EVIL.
"THUS, WE CALL HUMANS INTO OUR STRUGGLES ONLY WHEN FORCED. ONE OF THOSE TIMES CAME WHEN OUR ARCH-FOE MAGNETO PLUNGED US INTO HYPNOTIC COMAS.*


"IT WAS THE MASTER OF MAGNETISM'S PLAN TO ALSO KIDNAP YOUR SISTER AVENGER, THE MUTANT CALLED THE SCARLET WITCH...SO HE FOOLHARDILY LURED THE AVENGERS TO HIM--
"--AND PROVED UNEQUAL TO THE TASK HE HAD SET HIMSELF.
*AVENGERS #110-111. --ROY.

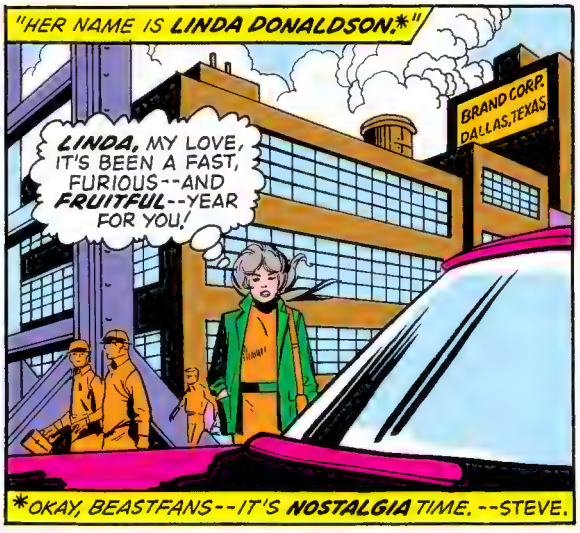

"WE THOUGHT WE HAD WON--BUT THEN IRON MAN PRESENTED US WITH A MYSTIFYING PUZZLE! DURING OUR ENTIRE PERIOD OF UNCONSCIOUSNESS, MY X-MAN CALLED THE ANGEL HAD BEEN MISSING--
"--AND MAGNETO HAD NOT TAKEN HIM!

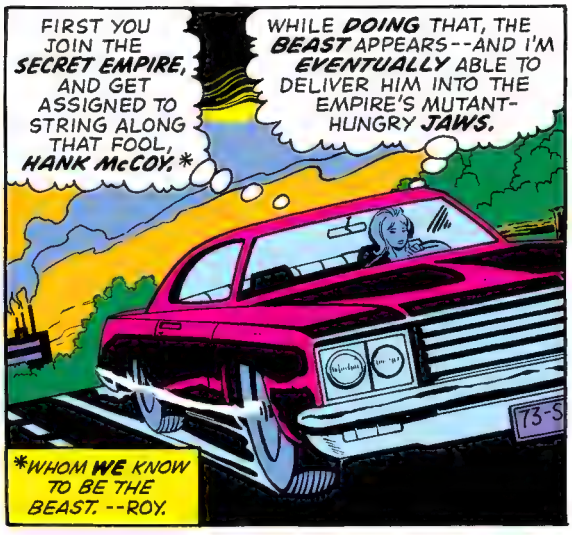
"WE TRIED TO FIND MY VANISHED STUDENT, BY MY MAKING MENTAL CONTACT WITH HIS FRIEND, THE BEAST.
"I COULD NOT LOCATE THE BEAST.


"THEN CYCLOPS, MARVEL GIRL, AND THE ICEMAN JETTED TO THE SOUTHWEST, TO CHECK ON TWO MUTANTS KNOWN AS HAVOC AND LORNA DANE.
"LORNA HAD GONE TO SEE HAVOC MONTHS BEFORE,* AND HAD NOT RETURNED.
*HULK #150. --R.

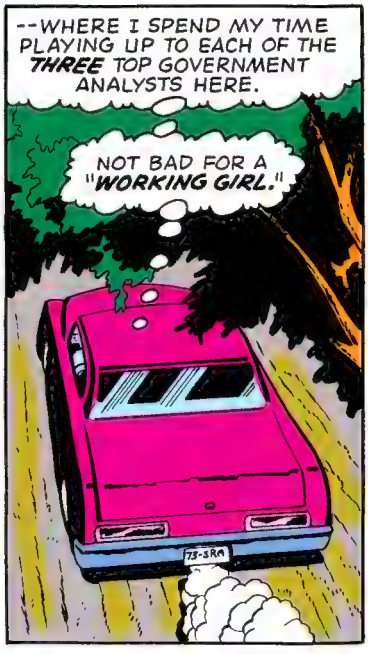
"UNTIL THEN, I HAD SAGELY ASSUMED THAT LORNA, IN LOVE WITH THE MAN, HAD STAYED WITH HIM INSTEAD OF FOLLOWING MY REQUEST TO BRING HIM BACK TO US.
"I HAD BEEN WRONG! THE CABIN WAS LONG DESERTED!"

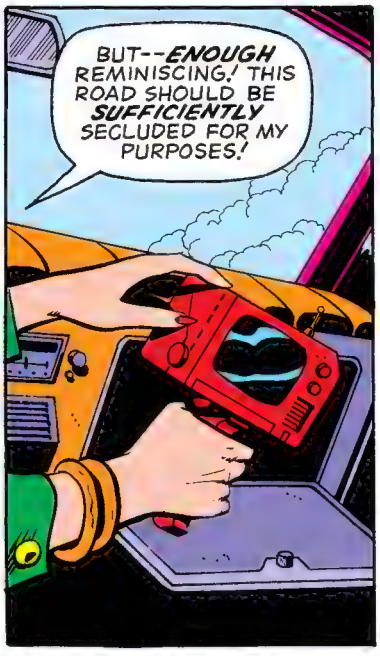
AFTER THAT, I SENT MY THREE REMAINING TROOPS OUT ON SEPARATE MISSIONS, SCOUTING FOR TRACES OF OTHER MUTANTS--EVEN OUR ENEMIES.
CYCLOPS AND MARVEL GIRL REPORTED FINDING NO ONE. THE ICEMAN NEVER RETURNED.
WAR HAS BEEN DECLARED ON MUTANTS, CAPTAIN! A SILENT, SUBTLE AND SINISTER WAR!
DESPERATE FOR ALLIES, WE SOUGHT AND FINALLY FOUND ONE POSSIBILITY: THE BANSHEE. BUT HE WAS SO AFRAID OF BEING CAPTURED, HE HOT-HEADEDLY FOUGHT YOU AND US.
WHICH BRINGS US UP TO DATE! BUT HOW ARE YOUR PROBLEMS CONNECTED WITH MINE?
AS I SAID, WE DON'T USUALLY INVOLVE OURSELVES WITH OTHERS--NOW IT IS NECESSARY.
THE FEW CLUES WE'VE UNCOVERED IN OUR MONTHS OF SEARCHING PROVE THAT OUR ENEMY IS--
--THE SECRET EMPIRE!
THE SECRET EMPIRE IS DEDICATED TO DOMINATION--WITHOUT THE PEOPLE THEY DOMINATE BEING AWARE OF IT.
THEY OFTEN USE ADVERTISING--OR PROPAGANDA--PRODUCED BY THEIR AGENTS ON MADISON AVENUE--
--ONE OF WHOM, THE UNDERWORLD GRAPEVINE REVEALS, IS QUENTIN HARDERMAN!
--THE MAN WHO ENGINEERED MY FRAME.
EXACTLY.
PROFESSOR XAVIER, YOU'VE GOT A FRIEND!
THEN LISTEN: I HAVE ONE LEAD--WHICH WE COULD NOT FOLLOW UNTIL NOW, BECAUSE OUR ENEMY KNOWS TOO MUCH ABOUT US.
THE BEAST, IN HIS ALTER-EGO, HAD A GIRL FRIEND WHOSE ACTIONS AROUSED MY SUSPICIONS...

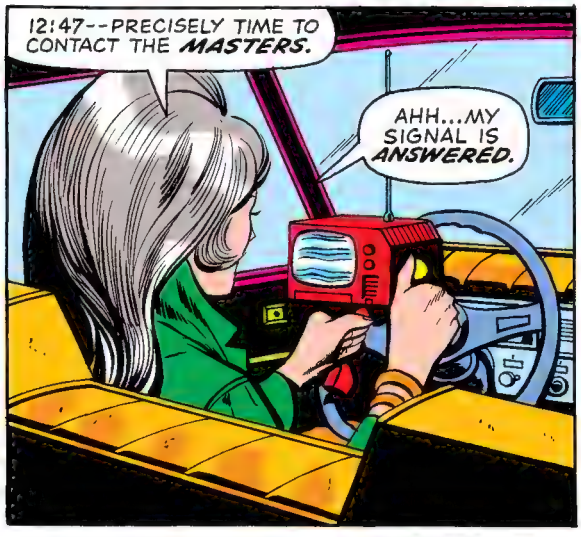

"HER NAME IS LINDA DONALDSON.*"
BRAND CORP. DALLAS, TEXAS
LINDA, MY LOVE, IT'S BEEN A FAST, FURIOUS--AND FRUITFUL--YEAR FOR YOU!
*OKAY, BEASTFANS--IT'S NOSTALGIA TIME. --STEVE.

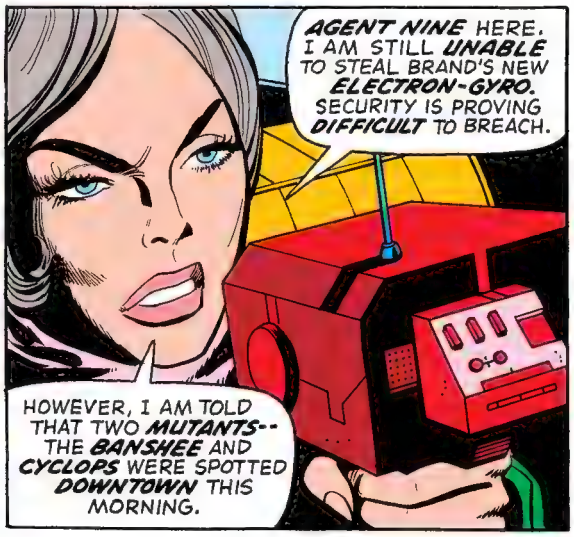

FIRST YOU JOIN THE SECRET EMPIRE, AND GET ASSIGNED TO STRING ALONG THAT FOOL, HANK McCOY.*
WHILE DOING THAT, THE BEAST APPEARS--AND I'M EVENTUALLY ABLE TO DELIVER HIM INTO THE EMPIRE'S MUTANT-HUNGRY JAWS.
*WHOM WE KNOW TO BE THE BEAST. --ROY.

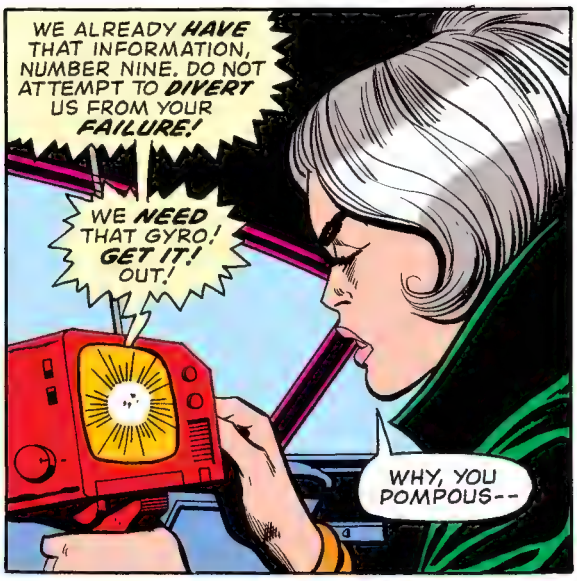
McCOY, A JELLYFISH UNDOUBTEDLY PETRIFIED BY ALL THE UNEXPECTED DANGER AT THE LONG ISLAND BRANCH OF THE BRAND CORPORATION!
--DROPS HIS RESEARCH AND DISAPPEARS THEN, SO I MANEUVER A REASSIGNMENT TO THE DALLAS PLANT--

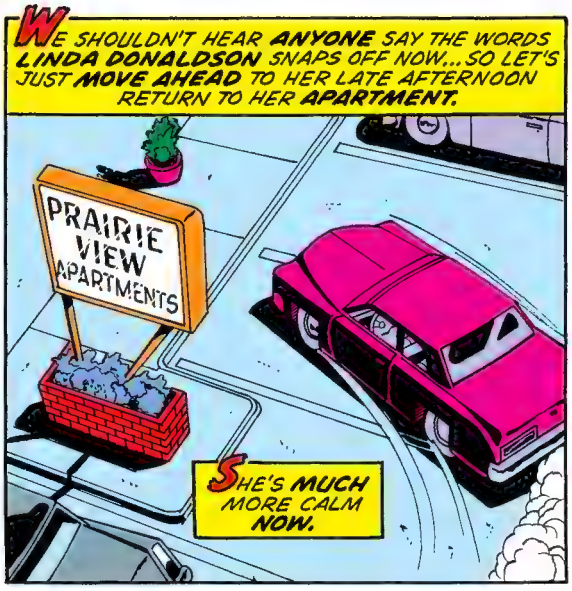

--WHERE I SPEND MY TIME PLAYING UP TO EACH OF THE THREE TOP GOVERNMENT ANALYSTS HERE.
NOT BAD FOR A "WORKING GIRL."

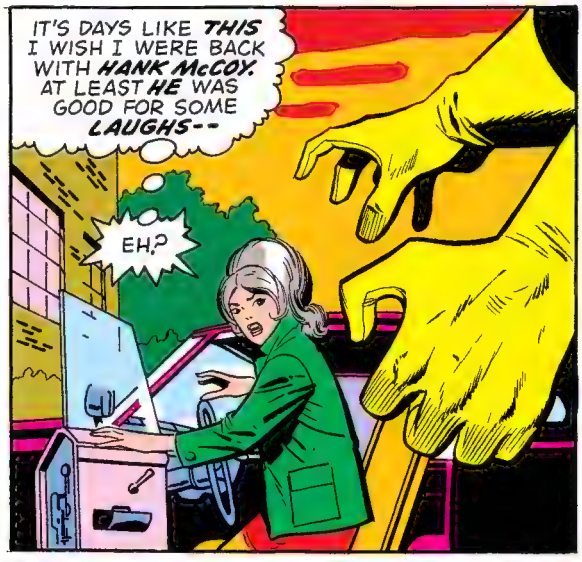

BUT--ENOUGH REMINISCING! THIS ROAD SHOULD BE SUFFICIENTLY SECLUDED FOR MY PURPOSES!

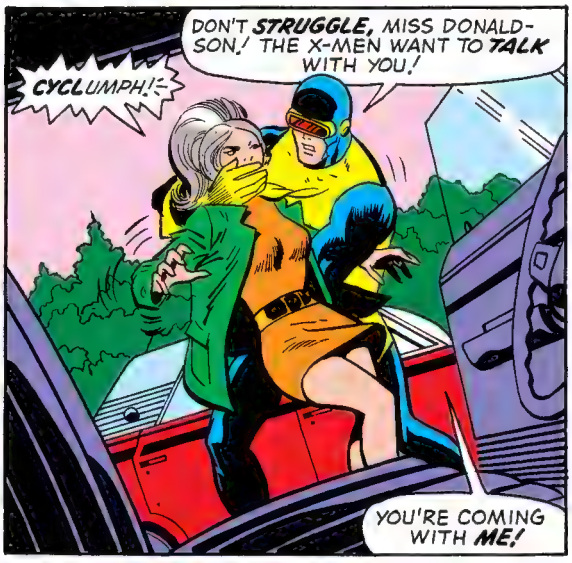

12:47--PRECISELY TIME TO CONTACT THE MASTERS.
AHH...MY SIGNAL IS ANSWERED.


AGENT NINE HERE. I AM STILL UNABLE TO STEAL BRAND'S NEW ELECTRON-GYRO. SECURITY IS PROVING DIFFICULT TO BREACH.
HOWEVER, I AM TOLD THAT TWO MUTANTS--THE BANSHEE AND CYCLOPS WERE SPOTTED DOWNTOWN THIS MORNING.


WE ALREADY HAVE THAT INFORMATION, NUMBER NINE. DO NOT ATTEMPT TO DIVERT US FROM YOUR FAILURE!
WE NEED THAT GYRO! GET IT! OUT!
WHY, YOU POMPOUS--


WE SHOULDN'T HEAR ANYONE SAY THE WORDS LINDA DONALDSON SNAPS OFF NOW... SO LET'S JUST MOVE AHEAD TO HER LATE AFTERNOON RETURN TO HER APARTMENT.
PRAIRIE VIEW APARTMENTS
SHE'S MUCH MORE CALM NOW.


IT'S DAYS LIKE THIS I WISH I WERE BACK WITH HANK McCOY. AT LEAST HE WAS GOOD FOR SOME LAUGHS--
EH?


DON'T STRUGGLE, MISS DONALDSON! THE X-MEN WANT TO TALK WITH YOU!
CYCLUMPH!=
YOU'RE COMING WITH ME!

STEVE, ARE YOU SURE THIS IS GONNA WORK?
IT SHOULD, SAM! I'VE USED DISGUISES OFTEN ENOUGH TO TURN US INTO TWO PRETTY CONVINCING BUMS.

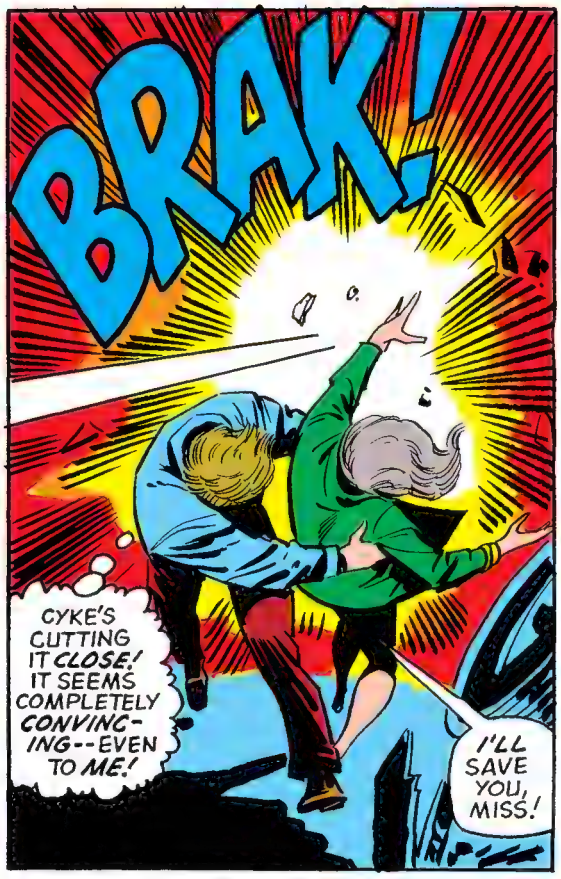
WE JUST HAPPEN TO BE TWO BUMS WITH A LOT OF CHIVALROUS IMPULSES!
LET'S DO OUR ACT!

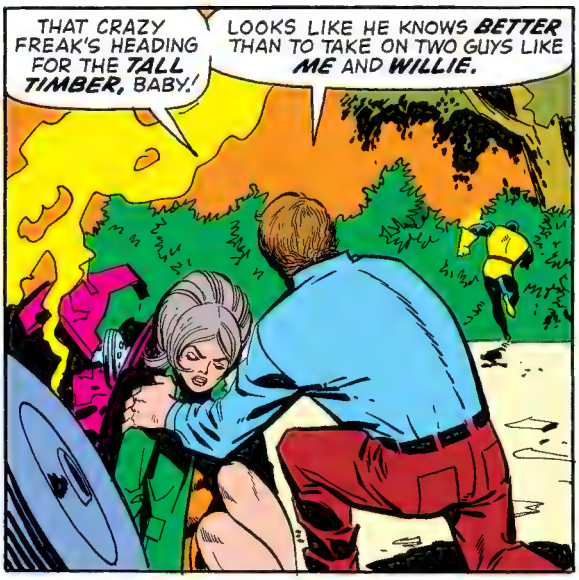
ALL RIGHT, MUTIE--GET YOUR FILTHY HANDS OFF THAT GIRL!
WE'LL SHOW YOUR KIND THAT YOU CAN'T MESS WITH REAL PEOPLE!
RIGHT ON SCHEDULE, GENTLEMEN. THE PROFESSOR'S PLAN IS WORKING FINE!
SAYS YOU AND WHAT ARMY, CREEPS?
MAYBE YOU'D LIKE A SAMPLE OF MY EYE BEAMS!
ZZZ
BOOM!
HE MISSED US, PARTNER!
ON PURPOSE!

SUDDENLY, IN AN UNPLANNED ADDITION TO THE SCRIPT--
WHY DON'T YOU LIE DOWN AND REST, MUTANT?
HEY!
WAM!

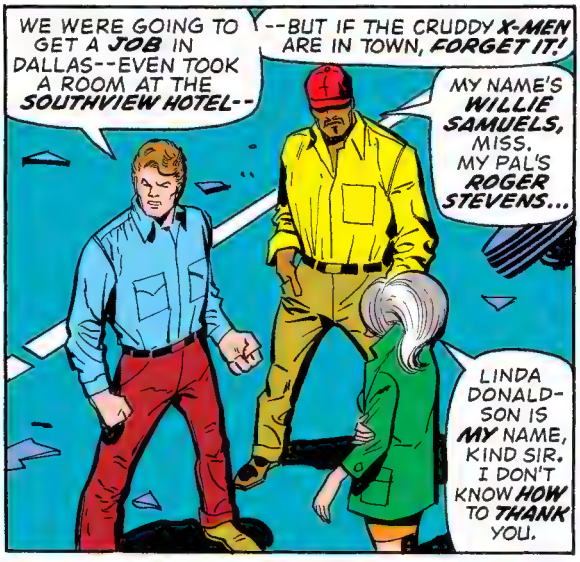
GOOD WORK, MISS! NOW IT'S MY TURN!
DON'T WANT HER TO HURT CYKE!
HAVE TO HOLD MYSELF IN, AND NOT FORGET MY SUPER STRENGTH!
TOK!

THREE AGAINST ONE! MAYBE I WON'T BE ABLE TO KIDNAP YOU, GIRL--
--SO I'LL BLAST YOU INSTEAD!


BRAK!
CYKE'S CUTTING IT CLOSE! IT SEEMS COMPLETELY CONVINC-ING--EVEN TO ME!
I'LL SAVE YOU, MISS!

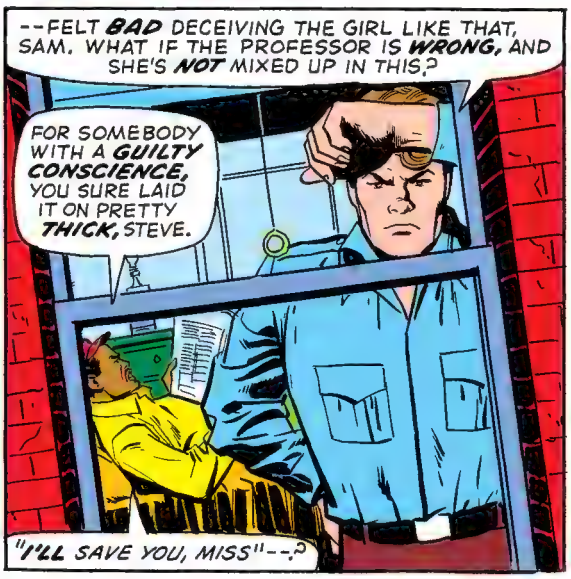

THAT CRAZY FREAK'S HEADING FOR THE TALL TIMBER, BABY!
LOOKS LIKE HE KNOWS BETTER THAN TO TAKE ON TWO GUYS LIKE ME AND WILLIE.

SORRY ABOUT YOUR CAR! DID HE HURT YOU AT ALL?
NO...NO, HE DIDN'T. I CAN'T UNDERSTAND WHY HE'D PICK ME TO ATTACK, THOUGH.
THEIR KIND GOES KINDA NUTS SOMETIMES, I HEAR.


WE WERE GOING TO GET A JOB IN DALLAS--EVEN TOOK A ROOM AT THE SOUTHVIEW HOTEL--
--BUT IF THE CRUDDY X-MEN ARE IN TOWN, FORGET IT!
MY NAME'S WILLIE SAMUELS, MISS. MY PAL'S ROGER STEVENS...
LINDA DONALDSON IS MY NAME, KIND SIR. I DON'T KNOW HOW TO THANK YOU.

IT WAS NOTHIN', REALLY. BEATS POUNDIN' THE PAVEMENT LOOKIN' FOR WORK THAT AINT LOOKIN' FOR YOU.
TAKE IT SLOW, MAMA.
YOU HAVE A QUITE ADMIRABLE LACK OF CURIOSITY, MY FRIENDS. PERHAPS I CAN FIND A WAY TO THANK YOU, AFTER ALL!

DUSK.
ROOMS 1$NITE
MAR


--FELT BAD DECEIVING THE GIRL LIKE THAT, SAM. WHAT IF THE PROFESSOR IS WRONG, AND SHE'S NOT MIXED UP IN THIS?
FOR SOMEBODY WITH A GUILTY CONSCIENCE, YOU SURE LAID IT ON PRETTY THICK, STEVE.
"I'LL SAVE YOU, MISS"--?

NOK
NOK
NOK
SSST! QUIET!
MAYBE THIS IS IT!

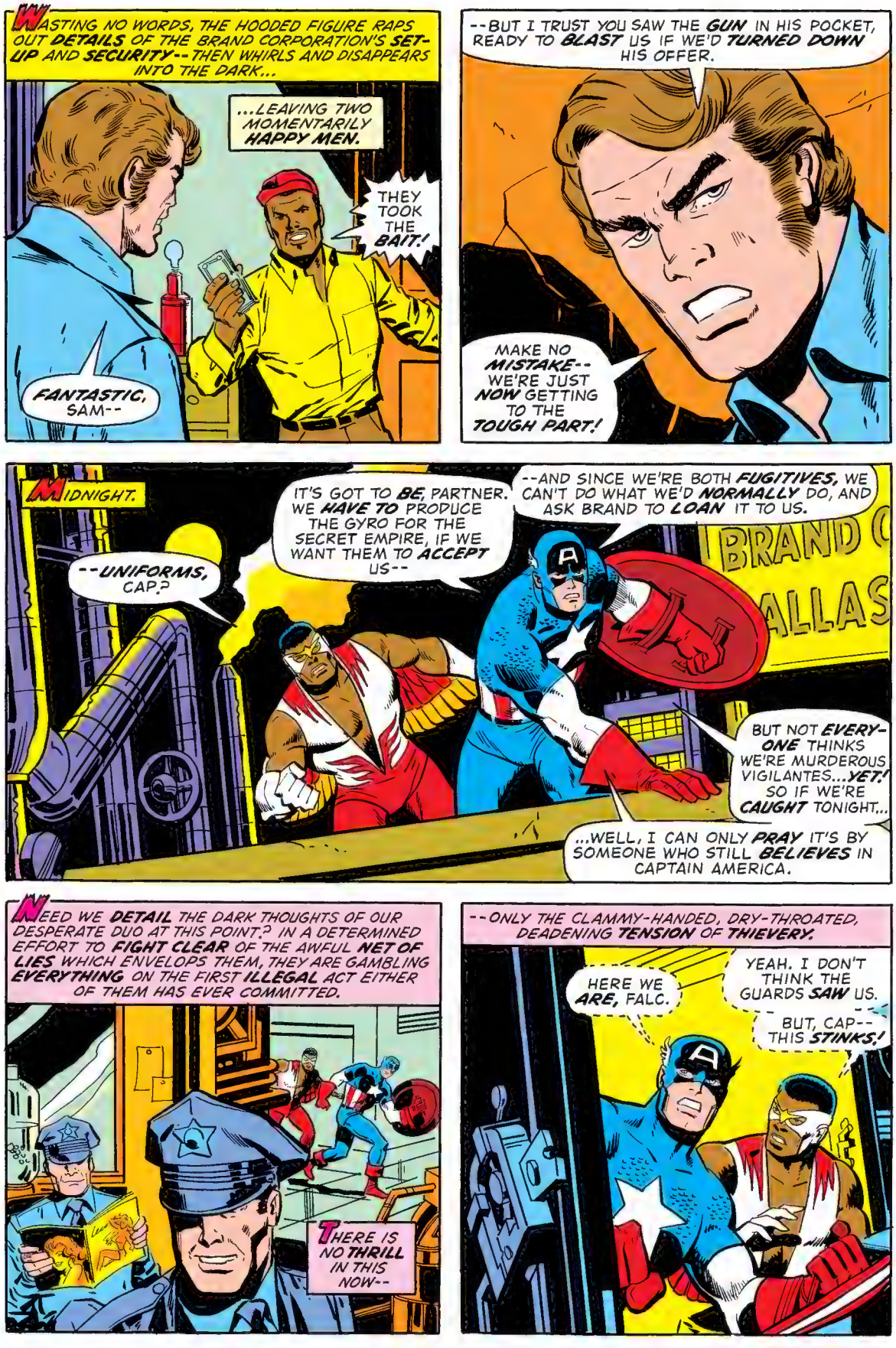
SAM WILSON STRIDES TO THE DOOR, POSSIBILITIES PARADING THROUGH HIS BRAIN. HE COULD OPEN IT TO FIND MERELY A HARMLESS MAID... HE COULD FIND THE POLICE, OR SHIELD ...OR HE COULD FIND--
GOOD LORD--!

GREETINGS.
I REPRESENT THE SECRET EMPIRE!
13

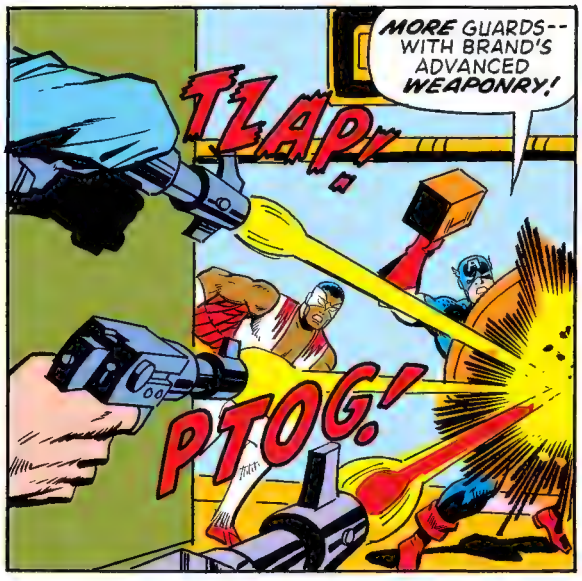
I WILL BE BRIEF. I OFFER YOU TEN THOUSAND DOLLARS--CASH--FOR A NIGHT'S WORK. FIVE THOUSAND NOW--FIVE THOUSAND UPON COMPLETION.
WHAT.? WHAT ARE YOU TALKING ABOUT.? WHO ARE YOU.?
13

QUESTIONS ARE DANGEROUS, WILLIE SAMUELS. THEY INVITE ANSWERS.
ASK ONLY IF YOU NEED MONEY, AND STEADY WORK.
WELL...YEAH.
THEN KNOW THIS: THE BRAND CORPORATION HAS AN ELECTRO-GYRO.
13

WE WISH IT STOLEN, BUT ARE UNABLE TO DO IT OURSELVES, SINCE THERE IS A RISK OF CAPTURE--AND EXPOSURE--
--AND UNDER NO CIRCUMSTANCES MUST THE AMERICAN PEOPLE LEARN OF OUR EXISTENCE AS YET!
BUT IF YOU ATTEMPT THIS FOR US, AND SUCCEED, YOU WILL BE WELL REWARDED. HERE IS OUR PLAN...
13

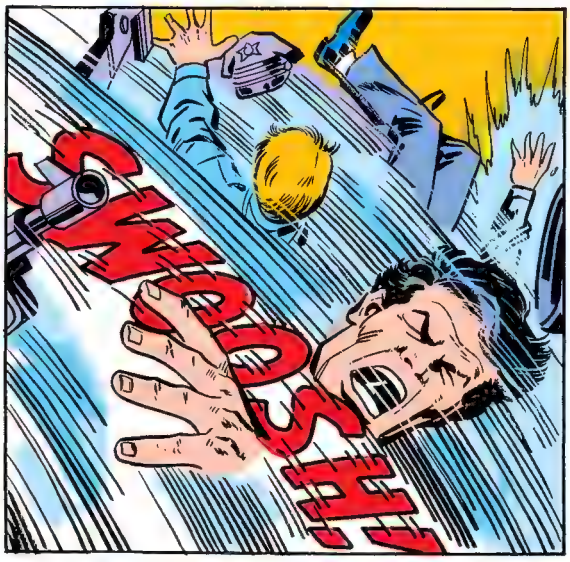

WASTING NO WORDS, THE HOODED FIGURE RAPS OUT DETAILS OF THE BRAND CORPORATION'S SET-UP AND SECURITY--THEN WHIRLS AND DISAPPEARS INTO THE DARK...
...LEAVING TWO MOMENTARILY HAPPY MEN.
THEY TOOK THE BAIT!
FANTASTIC, SAM--
--BUT I TRUST YOU SAW THE GUN IN HIS POCKET, READY TO BLAST US IF WE'D TURNED DOWN HIS OFFER.
MAKE NO MISTAKE--WE'RE JUST NOW GETTING TO THE TOUGH PART!
MIDNIGHT.
--UNIFORMS, CAP.?
IT'S GOT TO BE, PARTNER. WE HAVE TO PRODUCE THE GYRO FOR THE SECRET EMPIRE, IF WE WANT THEM TO ACCEPT US--
--AND SINCE WE'RE BOTH FUGITIVES, WE CAN'T DO WHAT WE'D NORMALLY DO, AND ASK BRAND TO LOAN IT TO US.
BRAND
ALLAS
BUT NOT EVERY-ONE THINKS WE'RE MURDEROUS VIGILANTES...YET! SO IF WE'RE CAUGHT TONIGHT...
...WELL, I CAN ONLY PRAY IT'S BY SOMEONE WHO STILL BELIEVES IN CAPTAIN AMERICA.
NEED WE DETAIL THE DARK THOUGHTS OF OUR DESPERATE DUO AT THIS POINT.? IN A DETERMINED EFFORT TO FIGHT CLEAR OF THE AWFUL NET OF LIES WHICH ENVELOPS THEM, THEY ARE GAMBLING EVERYTHING ON THE FIRST ILLEGAL ACT EITHER OF THEM HAS EVER COMMITTED.
THERE IS NO THRILL IN THIS NOW--
--ONLY THE CLAMMY-HANDED, DRY-THROATED, DEADENING TENSION OF THIEVERY.
HERE WE ARE, FALC.
YEAH. I DON'T THINK THE GUARDS SAW US.
BUT, CAP--THIS STINKS!

DON'T I KNOW IT.!
COME ON--THERE'S OUR TICKET INTO THE SECRET EMPIRE.
LET'S TAKE IT AND GET OUT!
BUT AS THEY TRY--
STOP WHERE YOU ARE!
CAP--!
SO, THOSE ADS I READ WERE TRUE!
GET YOUR HANDS UP, YOU CRUMMY CROOKS! YOU'RE GONNA HAVE A NICE, LONG JAIL TERM TO THINK ABOUT HOW DUMB IT IS TO TRY TO SNEAK PAST AN ELECTRIC EYE ALARM!
NO WAY, JACK! WE CAN'T STOP NOW!
INSTANT REPLAY TIME, FALC.! IT'S JUST LIKE WITH SHIELD!
HIT 'EM!
AND BEFORE THE STARTLED GUARDS CAN REACT--
-UHHH!-
RUN FOR IT, FALC!
IF WE'RE CAUGHT NOW, IT'S OVER FOREVER!


MORE GUARDS-- WITH BRAND'S ADVANCED WEAPONRY!
TLAP!
PTOG!

BUT MY SHIELD HASN'T BEEN BEATEN YET!

CHUNK!
WATCH OUT! THAT BLASTED THING'S SLICED THE SPRINKLER P---

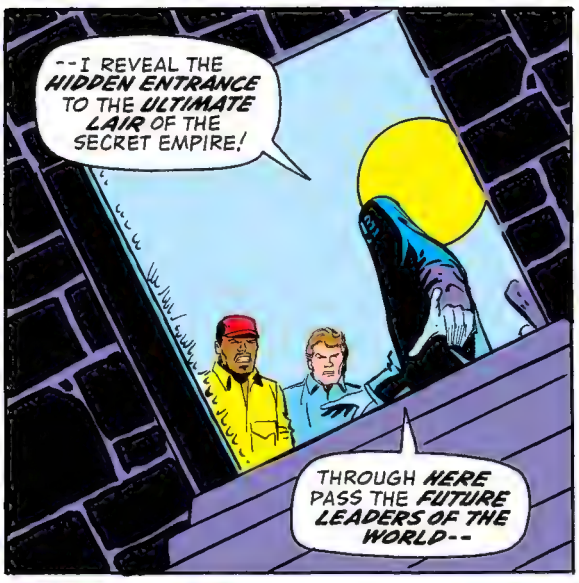

SWOOSH!

I HEAR MORE GUARDS COMIN', CAP! WE'LL BE TRAPPED, UNLESS--
GRAB MY WRIST!

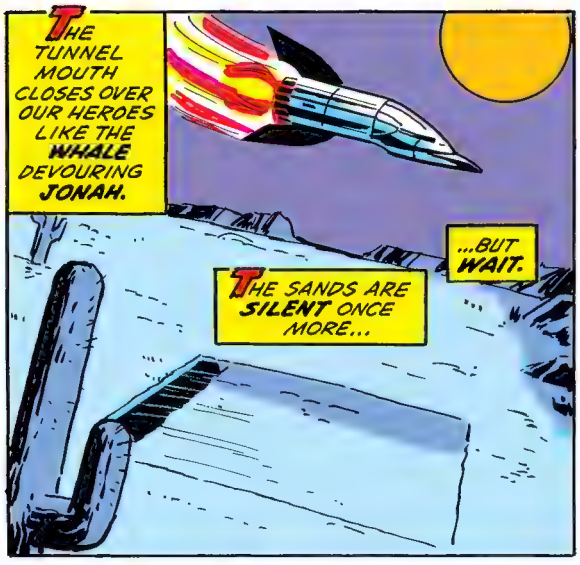
KRASH!

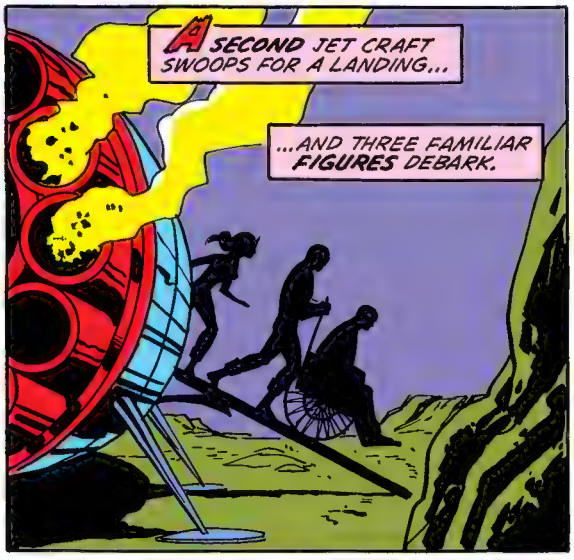
I NEVER FIGURED WHEN I WON MY WINGS IT'D BE SO I COULD BE A JAILBIRD-- PARTNER.
HE'S BITTER --AND I CAN'T BLAME HIM.
I'M NOT HAPPY WITH WHAT'S HAPPENED TONIGHT MYSELF!
LOOK! THERE THEY ARE!
HURRY! THEY'RE STILL IN PISTOL RANGE!
NO! DON'T SHOOT!
WHA--?
COOL IT, CHUCK! IT'S MR. BLACK --THE FACTORY BOSS!
YES--AND I'M ORDERING YOU TO LET THOSE MEN GO!
I'VE FOUND A NOTE IN THE GYRO ROOM!
IT'S FROM CAPTAIN AMERICA-- SAYING HE NEEDS THE GYRO DESPERATELY AND WILL RETURN IT UNHARMED.
I BELIEVE HIM.
TO THE AUTHORITIES-- I AM INNOCENT OF ALL CHARGES AGAINST ME, AND NEED THE ELECTRON-GYRO TO HELP PROVE IT. PLEASE
BUT THAT COULD SIMPLY BE A STALL--A BLIND! I HEAR HE'S A KILLER, SO WHY NOT A THIEF?
I'LL HEAR NO MORE ABOUT THIS, MISTER--AND NEITHER WILL THE POLICE OR THE NEWSPAPERS!
IN MY BOOK, CAP'S NO CRIMINAL! PERIOD!
THAT GUY'S CRAZY! HE WON'T BELIEVE WHAT'S RIGHT IN FRONT OF HIS NOSE!
--REMEMBER, IF YOU SEE CAPTAIN AMERICA OR HIS ACCOMPLICE, THE FALCON, REPORT THEM IMMEDIATELY!
THIS PUBLIC REMINDER PAID FOR BY THE COMMITTEE TO REGAIN AMERICA'S PRINCIPLES.

3 A.M.
WONDERFUL! WONDERFUL!
THIS IS INDEED THE ELECTRON-GYRO! YOU ARE VERY RESOURCEFUL MEN, ROGER...WILLIE!
13
MEN LIKE YOU ARE PRECISELY WHAT WE NEED IN THE SECRET EMPIRE!
FOLLOW ME!
THE HOODED AGENT WALKS SWIFTLY TO A MAMMOTH BOULDER, AND--
ZRAK!
KLIC!
BEHOLD: MY CAREFULLY-CONCEALED SCOUT CRAFT!
ENTER!
THEY DO--AND IT'S NO MORE THAN FIFTEEN SECONDS LATER--
--THAT THE LONELY TEXAS HILLS RESOUND TO THE ROAR OF SLEEK, POWERFUL JETS!
HOW MUCH TIME AFTER THAT IS INCALCULABLE INSIDE THE THROBBING, SEALED SHIP--BUT THE MOON IS STILL HIGH WHEN THEY SET DOWN ON A DESERT...
NOW, AS I TIP THIS "CACTUS"--


--I REVEAL THE HIDDEN ENTRANCE TO THE ULTIMATE LAIR OF THE SECRET EMPIRE!
THROUGH HERE PASS THE FUTURE LEADERS OF THE WORLD--

--AND I INVITE YOU TO BECOME TWO OF THEM!
A CAMOUFLAGED HOLE IN THE DESERT FLOOR-- ROCKETS HIDDEN INSIDE FAKE BOULDERS--!
CAN WE FOOL A CREW CAPABLE OF ALL THIS FOR LONG?


THE TUNNEL MOUTH CLOSES OVER OUR HEROES LIKE THE WHALE DEVOURING JONAH.
...BUT WAIT.
THE SANDS ARE SILENT ONCE MORE...


A SECOND JET CRAFT SWOOPS FOR A LANDING...
...AND THREE FAMILIAR FIGURES DEBARK.

THE SECRET TRACING SIGNAL CAP WAS CARRYING WORKED FINE, PROFESSOR. HE LED US TO OUR GOAL--AT LAST!
NOW ALL WE NEED DO IS WAIT.

YES...WAIT! WAIT FOR THOSE TWO MORTAL MEN TO DECEIVE AN ENTIRE EMPIRE ON ITS HOME TERRITORY--
--RISKING EXPOSURE AND ANNIHILATION EVERY SECOND THEY SPEND IN THAT MAMMOTH TOMB THEY'VE WILLINGLY ENTERED!
YES, WE WAIT...

...PERHAPS FOREVER...
BECAUSE CAPTAIN AMERICA AND THE FALCON MAY NEVER COME OUT OF THERE...ALIVE!!
NEXT
IT'S ALWAYS DARKEST...!

CAPT. AMERICA
MARVEL COMICS GROUP™
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174
JUNE
02453
CAPTAIN AMERICA™
AND
THE FALCON™
CRUSH HIM! DESTROY HIM!
CAPTAIN AMERICA MUST DIE!!
SHOWDOWN WITH THE SECRET EMPIRE!

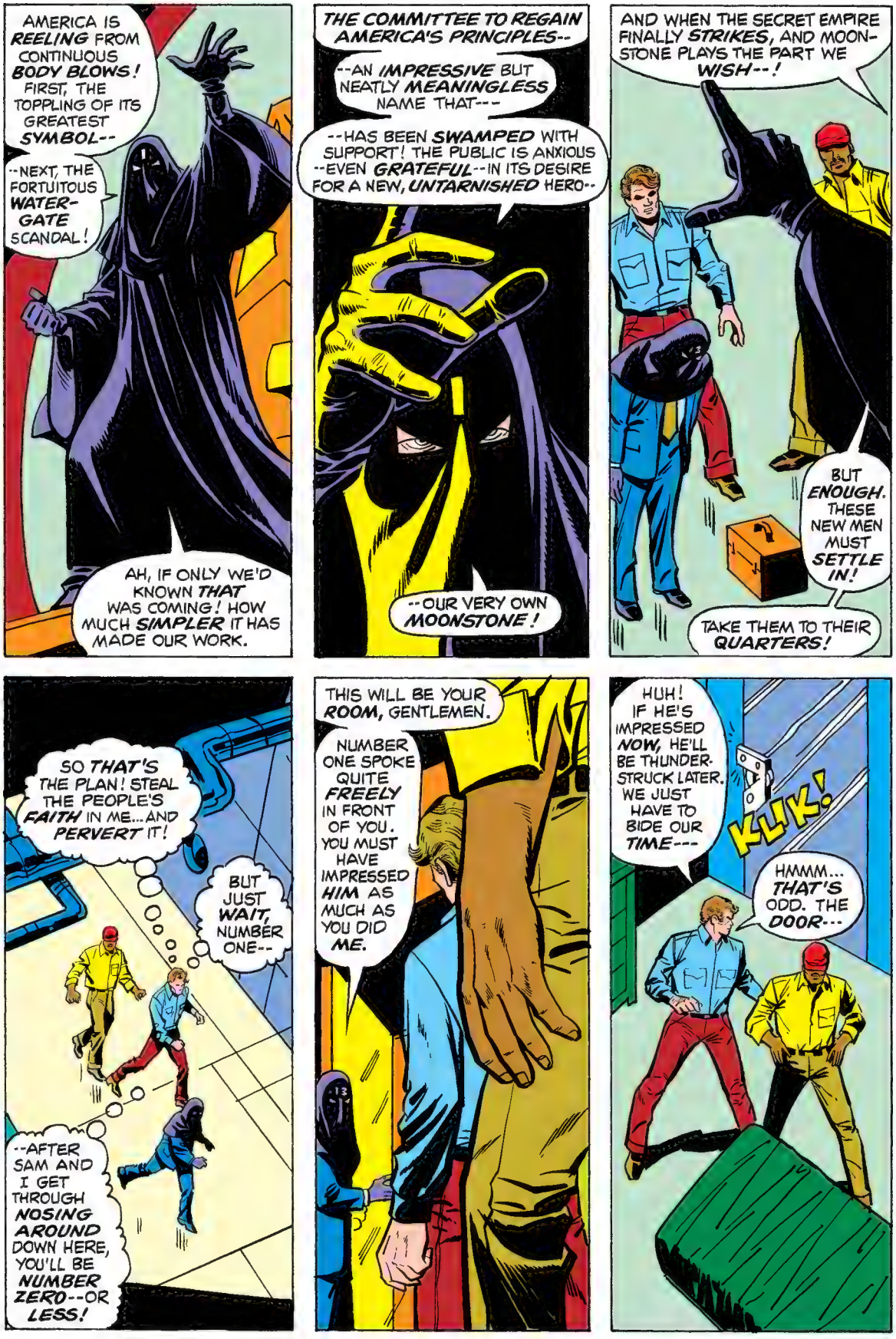
Stan Lee PRESENTS: CAPTAIN AMERICA AND THE FALCON™

STEVE ENGLEHART AUTHOR ★ SAL BUSCEMA ARTIST | VINNIE COLLETTA INKER | C. JETTER, LETTERER G. ROUSSOS, COLORIST | ROY THOMAS EDITOR

TALK ABOUT PLACES YOU WOULDN'T WANNA LIVE IN, AND AREN'T EVEN THRILLED ABOUT VISITING!
CAP AND FALC, DISGUISED AS TWO JOBLESS WANDERERS, HAVE JUST PASSED THEIR INITIATION TEST FOR THE SINISTER SECRET EMPIRE--
--AND ARE BEING ESCORTED INTO THE GROUP'S ULTIMATE LAIR, HIDDEN FAR BENEATH THE SOUTHWESTERN DESERT!
IN WORDS OF ONE SYLLABLE: "GULP!"
IT'S ALWAYS DARKEST!...

HOW COULD ALL THIS HAVE HAPPENED-- TO ME, CAPTAIN AMERICA?
MAYBE IF I'D BEEN MORE VIGILANT-- LESS TRUSTING--
--BUT I COULDN'T BELIEVE THE MASSIVE AD CAMPAIGN TO DISCREDIT ME WOULD SWAY PUBLIC OPINION.
I GOT ANGRY, BUT I DIDN'T GET MOVING!
I SHOULD HAVE KNOWN BETTER!
I'VE SEEN THE BIG LIE TECHNIQUE-- SAY ANYTHING LOUD ENOUGH, OFTEN ENOUGH, AND IT'LL SOUND LIKE TRUTH. BUT I CONSIDERED IT A TOOL OF TOTALITARIAN GOVERNMENTS, AND NOT POSSIBLE IN AMERICA.
I WAS WRONG! SUDDENLY THEY CAPPED THEIR CAMPAIGN BY FRAMING ME--
--FOR MURDER!
I PROTESTED MY INNOCENCE, BUT BY THEN, THERE WERE PLENTY OF PEOPLE WHO HAD LOST FAITH. AND I ONLY LOOKED WORSE WHEN I WAS JAILED--
--BY THE SO-CALLED "NEW DEFENDER OF OUR HERITAGE," MOONSTONE!
FROM THEN ON, I COULDN'T WIN FOR LOSING. EVERYWHERE I TURNED FOR PROOF I WAS FRAMED--
--EVEN AFTER THE FALCON CAME BACK TO HELP--
--MY FOES WERE ONE STEP AHEAD.
MOONSTONE'S DRAWL SENT US TO NASHVILLE, TO DIG INTO HIS PAST, BUT WE GOT TOTALLY SIDETRACKED IN A BATTLE WITH A MUTANT CALLED THE BANSHEE.
AT LEAST, THAT LED US TO THE X-MEN, AND PROFESSOR X'S THEORY THAT MY OPPONENTS AND THE GROUP HE WAS BATTLING WERE ONE AND THE SAME!
THE SECRET EMPIRE!

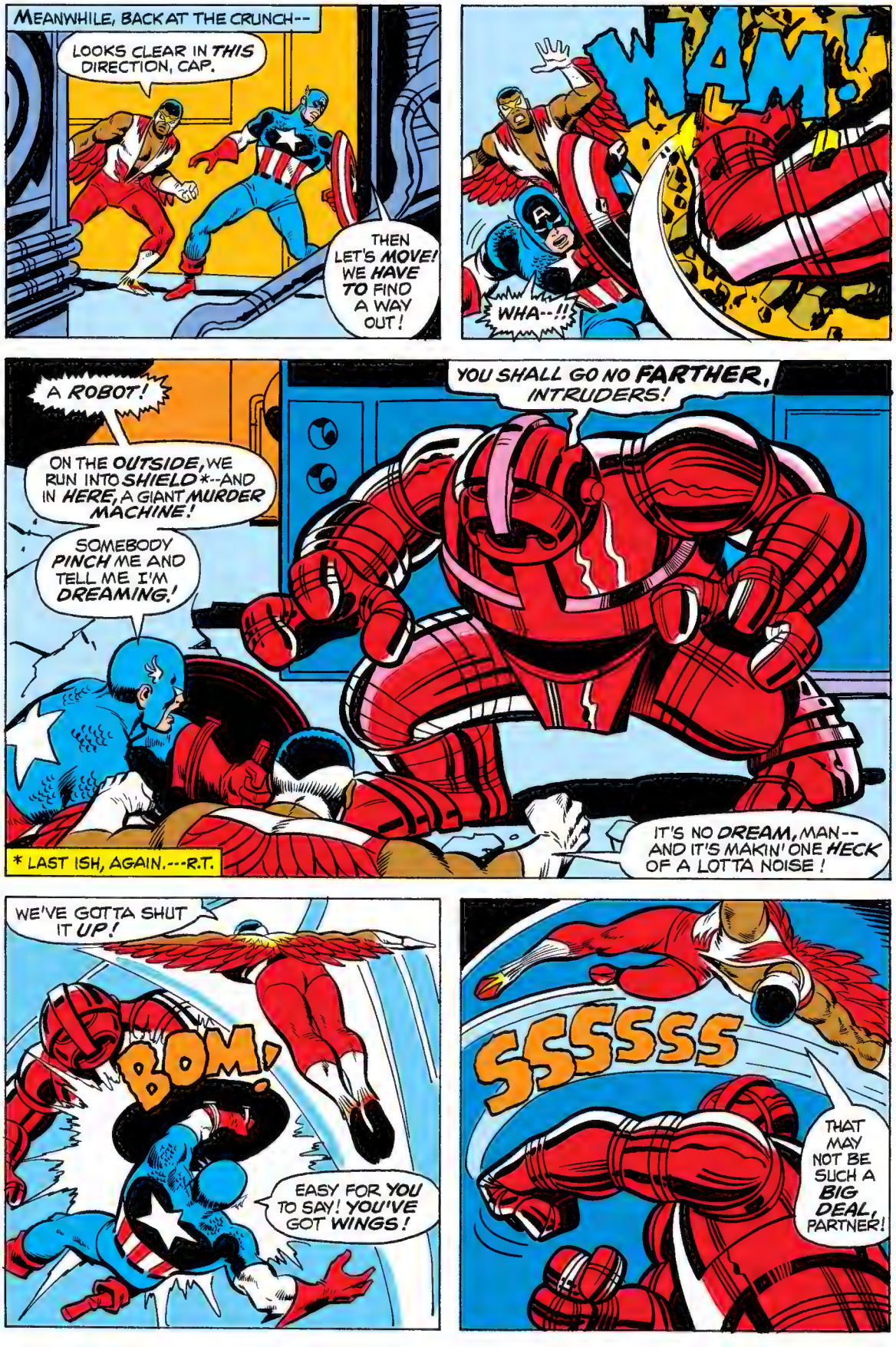
BUT HE ONLY HAD ONE LEAD, AND THE ONLY WAY WE COULD FOLLOW IT WAS TO DISGUISE OURSELVES AS PROSPECTIVE FLUNKIES FOR THE EMPIRE.
13
AND THE EMPIRE HAD ONLY ONE WAY OF TESTING OUR CHARACTER--
--HAVING US ACTUALLY STEAL THE ELECTRON-GYRO FROM THE ULTRA-SECRET RESEARCH LABS OF THE BRAND CORPORATION!
THERE WAS NO OTHER WAY! GOD HELP ME, THERE WASN'T!
I LEFT A NOTE, EXPLAINING --AND WE WORE OUR COSTUMES! I PRAY SOMEBODY WILL BELIEVE WE HAD NO CHOICE IF WE WERE TO GET INTO THE EMPIRES HIDDEN DOMAIN!
42
THIS WAY, GENTLEMEN!
BRISKLY, THE HOODED NUMBER THIRTEEN LEADS HIS "PROMISING ROOKIES" ACROSS THE HIGHLY POLISHED FLOOR....
....INTO A TOWERING, CAVERNOUS CHAMBER, WHERE--
13
SALAAM! THE SECRET EMPIRE!
SALAAM, NUMBER THIRTEEN! HAVE YOU SERVED THE SECRET EMPIRE?
I HAVE, NUMBER ONE! I BRING YOU THE ELECTRON-GYRO--AND TWO RECRUITS!
THE ELECTRON-GYRO! THE FINAL COMPONENT NEEDED FOR OUR CONQUEST OF AMERICA!
NOW NOTHING SHALL KEEP US FROM OUR GOAL!
MISTER, YOU DON'T KNOW HOW WRONG YOU ARE!

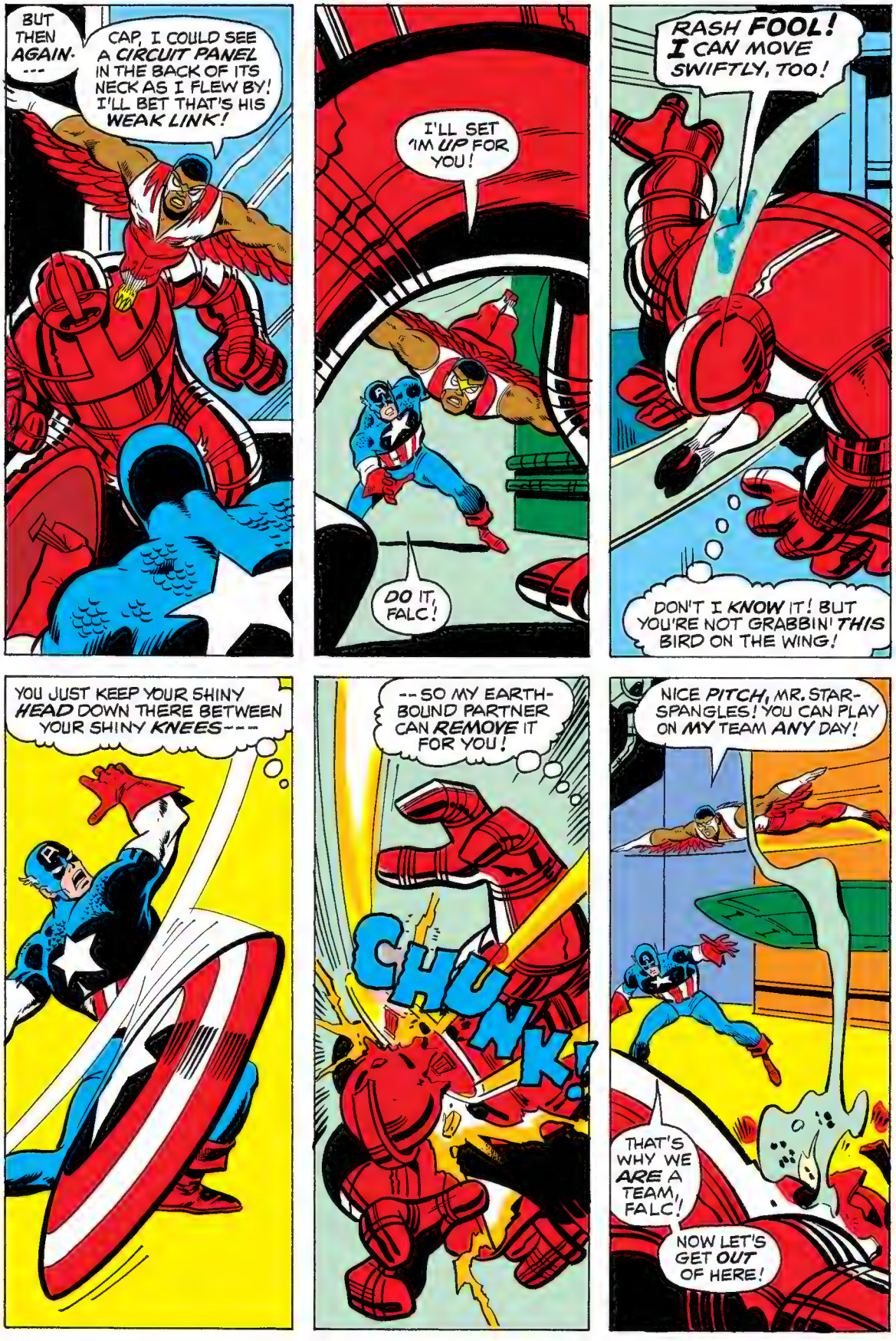

AMERICA IS REELING FROM CONTINUOUS BODY BLOWS! FIRST, THE TOPPLING OF ITS GREATEST SYMBOL--
--NEXT, THE FORTUITOUS WATER-GATE SCANDAL!
AH, IF ONLY WE'D KNOWN THAT WAS COMING! HOW MUCH SIMPLER IT HAS MADE OUR WORK.
THE COMMITTEE TO REGAIN AMERICA'S PRINCIPLES--
--AN IMPRESSIVE BUT NEATLY MEANINGLESS NAME THAT---
--HAS BEEN SWAMPED WITH SUPPORT! THE PUBLIC IS ANXIOUS --EVEN GRATEFUL--IN ITS DESIRE FOR A NEW, UNTARNISHED HERO--
--OUR VERY OWN MOONSTONE!
AND WHEN THE SECRET EMPIRE FINALLY STRIKES, AND MOON-STONE PLAYS THE PART WE WISH--!
BUT ENOUGH. THESE NEW MEN MUST SETTLE IN!
TAKE THEM TO THEIR QUARTERS!
SO THAT'S THE PLAN! STEAL THE PEOPLE'S FAITH IN ME...AND PERVERT IT!
BUT JUST WAIT, NUMBER ONE--
--AFTER SAM AND I GET THROUGH NOSING AROUND DOWN HERE, YOU'LL BE NUMBER ZERO--OR LESS!
THIS WILL BE YOUR ROOM, GENTLEMEN.
NUMBER ONE SPOKE QUITE FREELY IN FRONT OF YOU. YOU MUST HAVE IMPRESSED HIM AS MUCH AS YOU DID ME.
HUH! IF HE'S IMPRESSED NOW, HE'LL BE THUNDER-STRUCK LATER. WE JUST HAVE TO BIDE OUR TIME---
KLIK!
HMMM... THAT'S ODD. THE DOOR---

YES! IT'S LOCKED!
SECURITY ISN'T TAKEN LIGHTLY AROUND HERE.
NO, MAN--IT'S MORE THAN THAT!
SOMEHOW I--I KNOW IT!
QUICK, CAP! CLIMB INTO YOUR COSTUME-- NOW!
ARE YOU CRAZY, PARTNER? WE'RE HERE TO SPY, NOT TO FIGHT ALL THESE GUYS!
NO! TRUST ME, CAP!
THIS'LL BLOW--
WE'VE GOTTA GET OUTTA HERE!
THIS VENT--
AGHH! ELECTRIFIED!
ZAK!
THEN TRY THE PANEL OVER THERE!
FALC, YOU'VE GOT TO---
--TELL ME WHY YOU'RE SO--
RRRRIP!
--HOT FOR THIS!
THERE'S NOTHING HERE BUT WATER PIPES AND WIRING!
JUST CLIMB IN WITH 'EM, MAN! IT'S ONLY A CRAZY HUNCH, BUT---
HURRY--I THINK I HEAR FOOTSTEPS!

C'MON, CAP-- LET'S BEAT IT!
WAIT A MINUTE! I WANT TO SEE---
THAT'S WHEN THE LASERS APPEAR--
--LURID LANCES OF LETHAL LIGHT STRIKING EVERYWHERE IN THE ROOM, LEAVING NO SPACE FOR A MAN TO SURVIVE!
THAT-- WOULD HAVE KILLED US, IF WE'D STAYED--
GET BACK, CAP! NOW I DO HEAR FOOTSTEPS!
THAT SHOULD HAVE FINISHED THEM, NUMBER SIXTEEN! THEY -- HEY!
NO BODIES!
BUT THAT'S IMPOSSIBLE!
WE FLEW HERE SOLELY TO WATCH THEM DIE, AFTER THEY TIPPED THEIR HAND TO ME BY LEAVING A NOTE--
--NOT KNOWING I'M PART OF THE SECRET EMPIRE!*
*RECOGNIZE MR. BLACK, THE MAN WHO "BELIEVED" IN CAP'S INNOCENCE" LAST ISH?-- ROY.
I TOLD NO ONE BUT LINDA DONALDSON HERE, AND NUMBER ONE-- SO THERE COULDN'T HAVE BEEN A LEAK--
SILENCE! LOOK HERE!
68
THEY DID ESCAPE! NUMBER 68 FOUND THEIR EXIT!
SOUND THE ALARM!
68
AND AT ANOTHER EXIT FROM THE TUNNEL--
AADOOGAH!
THERE'S THE STARTING WHISTLE, FALC!
THE HOUNDS ARE ON OUR TRAIL!

WE'RE TRAPPED DOWN HERE, AND THE WAY WE CAME IN IS SURE TO BE GUARDED!
FALC, IT WAS BAD ENOUGH THAT WE HAD TO STEAL THE GYRO, BUT I LIVED WITH THE HOPE OUR REPUTATIONS WOULD SEE US THROUGH--
AND NOW I FIND THAT MY HOPE HAD DESTROYED US BEFORE WE BEGAN! NO WONDER NUMBER ONE TOLD US HIS PLAN! HE WAS MOCKING US!
SSST! GET BACK!
SPREAD OUT, YOU MEN!
TEN OF YOU SEARCH THE DETENTION AREAS--TEN MORE TAKE THE SLEEPING QUARTERS--AND THE REST OF YOU COME WITH ME!
WE'LL MEET NUMBER 68 ON THE THIRD LEVEL!
THEY MISSED US THAT TIME, BUT THEY'LL BE BACK! WE'LL HAVE TO KEEP MOVING!
LOOK AT IM! EVERYTHING'S FALLIN' APART, BUT HE WON'T SAY DIE!
AND WHAT AM I DOIN'? COMIN' UP WITH LUCKY HUNCHES!
BUT SURELY, THERE'S MORE TO IT THAN THAT, FALCON. AND WE'LL FIND OUT WHAT AS WE LIFT OUR EYES TO THE PLANET'S SURFACE, AND THE EXTRA-ORDINARY X-MEN.
PROFESSOR X-- SOMETHING'S WRONG! I CAN READ IT IN YOUR THOUGHTS!
YES, JEAN! EVER SINCE THE SECRET TRACING SIGNAL CAPTAIN AMERICA WAS CARRYING LED US HERE, * MY MUTANT BRAIN HAS BEEN PROBING THE EMPIRE'S LAIR BELOW.
I KNEW JUST IN TIME, OF MR. BLACK'S TREACHERY, AND TRIED TO TELEPATHICALLY WARN OUR FRIENDS...
* LAST ISH.--ROY.
...AN ATTEMPT WHICH APPEARS TO HAVE BEEN SUCCESSFUL. BUT NOW, EVERYTHING IS HAPPENING SO FAST!
DON'T GIVE UP, SIR! ONLY YOU CAN HELP THEM OUT OF THAT AMBUSH!
GIVE UP, CYCLOPS? I'LL NEVER DO THAT!
IT'S ONLY THAT... THERE'S SO MUCH DATA TO REGISTER...!


MEANWHILE, BACK AT THE CRUNCH--
LOOKS CLEAR IN THIS DIRECTION, CAP.
THEN LET'S MOVE! WE HAVE TO FIND A WAY OUT!
WAM!
WHA--!!
A ROBOT!
ON THE OUTSIDE, WE RUN INTO SHIELD*--AND IN HERE, A GIANT MURDER MACHINE!
SOMEBODY PINCH ME AND TELL ME I'M DREAMING!
YOU SHALL GO NO FARTHER, INTRUDERS!
IT'S NO DREAM, MAN--AND IT'S MAKIN' ONE HECK OF A LOTTA NOISE!
* LAST ISH, AGAIN.---R.T.
WE'VE GOTTA SHUT IT UP!
BOM!
EASY FOR YOU TO SAY! YOU'VE GOT WINGS!
SSSSSS
THAT MAY NOT BE SUCH A BIG DEAL, PARTNER!


BUT THEN AGAIN---
CAP, I COULD SEE A CIRCUIT PANEL IN THE BACK OF ITS NECK AS I FLEW BY! I'LL BET THAT'S HIS WEAK LINK!
I'LL SET 'IM UP FOR YOU!
DO IT, FALC!
RASH FOOL! I CAN MOVE SWIFTLY, TOO!
DON'T I KNOW IT! BUT YOU'RE NOT GRABBIN' THIS BIRD ON THE WING!
YOU JUST KEEP YOUR SHINY HEAD DOWN THERE BETWEEN YOUR SHINY KNEES---
--SO MY EARTH-BOUND PARTNER CAN REMOVE IT FOR YOU!
CHUNK!
NICE PITCH, MR. STAR-SPANGLES! YOU CAN PLAY ON MY TEAM ANY DAY!
THAT'S WHY WE ARE A TEAM, FALC!
NOW LET'S GET OUT OF HERE!

NOT YET, CAP! ANOTHER ONE O' THOSE HUNCHES IS TUGGIN' AT ME!
I WANT TO OPEN THIS DOOR THE BIG BOUNCER WAS IN FRONT OF!
BUT-- WELL, YOU WERE RIGHT BEFORE!
STILL, I WISH YOU'D EXPLAIN THOSE HUNCHES!
HE CANNOT CAPTAIN AMERICA! BUT I CAN!
HUH? IT'S--
--THE X-MEN!
GOOD, JEAN, USE YOUR TELEKINETIC POWERS TO LOWER US GENTLY --GENTLY--
FORGIVE OUR UNORTHODOX ENTRY, MY FRIENDS, BUT ONCE I MENTALLY DISCOVERED THIS MAIN AIR SHAFT--
--I REALIZED IT PRESENTED THE BEST OPPORTUNITY FOR OUR HELPING YOU, AFTER I ASKED YOU TO OPEN THE WAY FOR US.
ASKED US?
WAS THAT YOU RAPPIN' IN MY HEAD?
IT WAS. YOUR RECEPTION OF MY TELEPATHIC URGINGS MARKS YOU AS A MAN WITH A PARANORMAL MIND, FALCON!
YOU MEAN-- I'M A MUTANT?
NOT NECESSARILY... ..THOUGH I'VE HEARD YOU HAVE AN UNCOMMON RAPPORT WITH YOUR HAWK!
WE CAN DISCUSS IT LATER. FOR NOW, FOLLOW ME!
YOUR PROBING HAS SHOWN YOU A WAY OUT FOR US?
BETTER THAN THAT, CAPTAIN AMERICA. I KNOW WHERE MY MISSING MUTANTS ARE BEING HELD!
THE PATH PROFESSOR X HAS DECIPHERED WILL TAKE SEVERAL MINUTES TO PURSUE...SO WHY DON'T WE TURN, FOR THOSE MOMENTS, TO THE STUDIOS OF A MORNING TALK SHOW...?
--AND I'M SURE ALL OUR VIEWERS WANT TO KNOW HOW IT FEELS TO BE AMERICA'S NEWEST IDOL, MOONSTONE.

ACTUALLY, FRANK, IT'S NO BED OF ROSES. LIVING CONSTANTLY WITH DANGER IS TERRIBLY WEARING!
BUT WHEN I THINK THAT MY FIRST ARREST WAS CAPTAIN AMERICA, AFTER HE'D DISGRACED US ALL BY LAPSING INTO A MURDEROUS FRENZY...
...WELL, IT'S WORTH IT!
OOOOH, MR. MOONSTONE! JUST SITTING NEXT TO YOU GIVES ME RED, WHITE AND BLUE GOOSEBUMPS --ALL OVER!
I JUST DO MY JOB, MISS KEARNY. WITH BOTH WATERGATE AND CAPTAIN AMERICA PULLING THIS NATION APART--
--THAT'S ALL ANY OF US REGULAR AMERICANS CAN DO TO KEEP THE SHIP OF STATE AFLOAT.
CLAP CLAP CLAP
AND IN THE WINGS....
LISTEN TO THAT AUDIENCE! THEY'RE LAPPING IT UP, OR QUENTIN HARDERMAN DOESN'T KNOW PEOPLE!
IN BUT A FEW SHORT DAYS, MY ADVERTISING GENIUS HAS DONE PRECISELY WHAT I CONTRACTED WITH THE SECRET EMPIRE TO DO:
---MAKE PEOPLE TRUST THIS STRANGER IN THEIR MIDST!
MY OLD PARTNER, THE VIPER MERELY CRAVED REVENGE ON CAPTAIN AMERICA.*
--BUT SOON, THE EMPIRE AND I SHALL GO FAR BEYOND THAT!
THIS IS THE ROOM! OPEN THAT DOOR!
* THAT SUPERVILLAIN SPARKED ALL THIS IN CA & F #163.-- ROY.
SLOWLY, THE PONDEROUS PORTAL SWINGS WIDE...AND THEN--
HOLY CROW!
PROFESSOR--!
I--I SEE!
WHAT DO THEY SEE, TRUE BELIEVER? FOR THE ASTONISHING ANSWER, OPEN YOUR EYES WIDE AND TURN TO THE DOUBLE PAGE SPREAD ON PAGES 22 & 23!

MUTANTS! MUTANTS! EVERYWHERE!

THE EYES OF THOSE WHO *KNOW* THEM COUNT THEM OFF, ONE BY HELPLESS ONE!

MESMERO!

HAVOK!

LORNA DANE!

UNUS!

MASTERMIND!

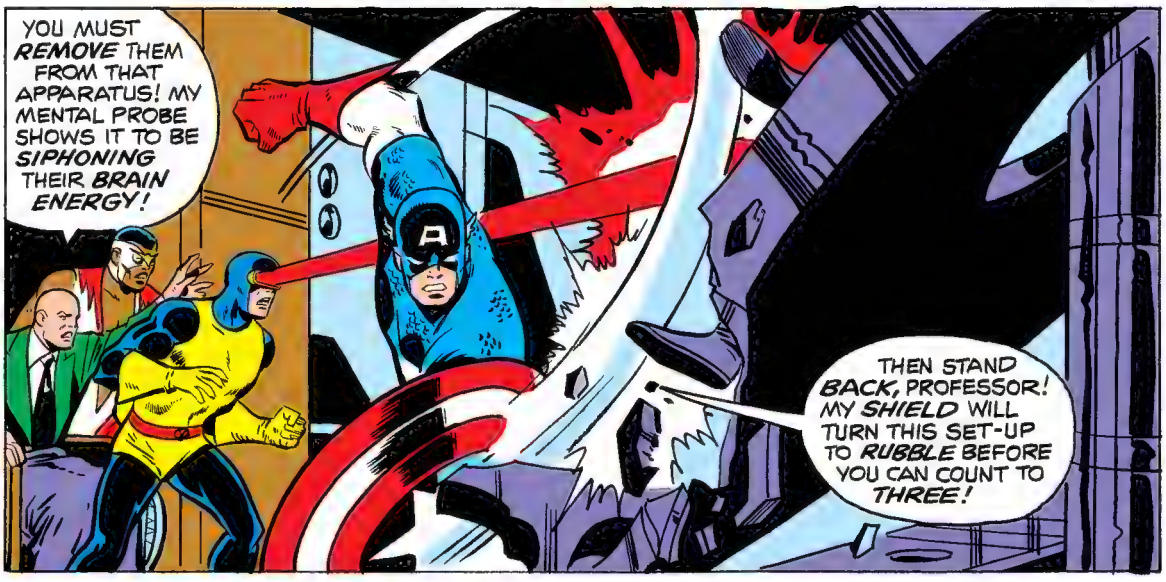
BEAST!

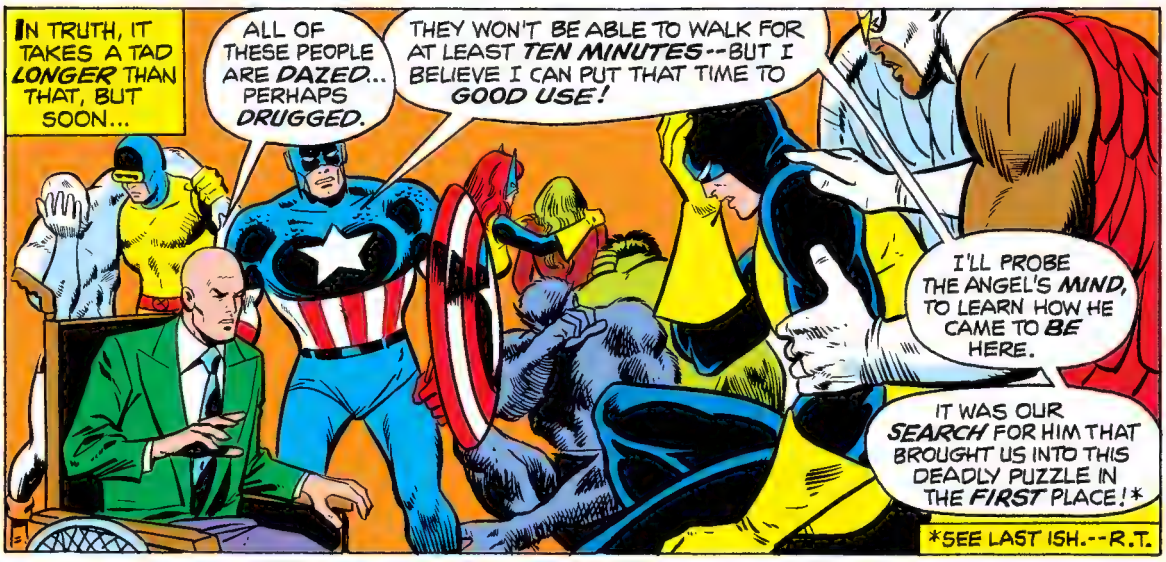
ANGEL!

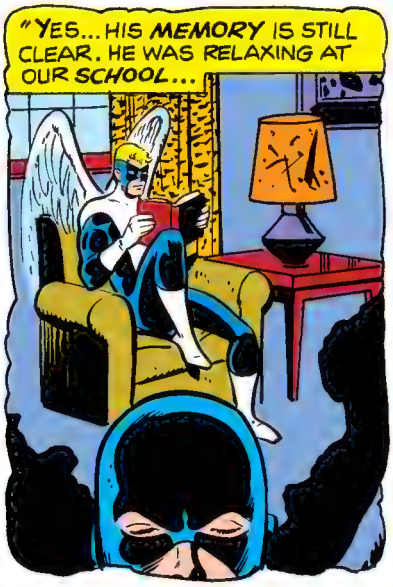
ICEMAN!

--ALL *UNCONSCIOUS*-- AND ALL *WIRED* TO SOME INCREDIBLY HIDEOUS *MACHINE!*

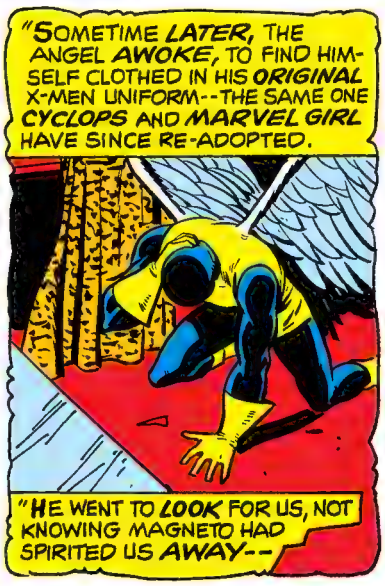
BLOB!


YOU MUST REMOVE THEM FROM THAT APPARATUS! MY MENTAL PROBE SHOWS IT TO BE SIPHONING THEIR BRAIN ENERGY!
THEN STAND BACK, PROFESSOR! MY SHIELD WILL TURN THIS SET-UP TO RUBBLE BEFORE YOU CAN COUNT TO THREE!


IN TRUTH, IT TAKES A TAD LONGER THAN THAT, BUT SOON...
ALL OF THESE PEOPLE ARE DAZED.. PERHAPS DRUGGED.
THEY WON'T BE ABLE TO WALK FOR AT LEAST TEN MINUTES--BUT I BELIEVE I CAN PUT THAT TIME TO GOOD USE!
I'LL PROBE THE ANGEL'S MIND, TO LEARN HOW HE CAME TO BE HERE.
IT WAS OUR SEARCH FOR HIM THAT BROUGHT US INTO THIS DEADLY PUZZLE IN THE FIRST PLACE!*
*SEE LAST ISH.--R.T.


"YES... HIS MEMORY IS STILL CLEAR. HE WAS RELAXING AT OUR SCHOOL...

"...WHEN MAGNETO OVERCAME HIM, IN ORDER TO STEAL HIS ENERGY-ABSORBING COSTUME.*
* WE SAW WHY, AND WHAT HAPPENED TO MAGGIE AFTERWARDS IN AVENGERS #111.--R.T.


"SOMETIME LATER, THE ANGEL AWOKE, TO FIND HIMSELF CLOTHED IN HIS ORIGINAL X-MEN UNIFORM--THE SAME ONE CYCLOPS AND MARVEL GIRL HAVE SINCE RE-ADOPTED.
"HE WENT TO LOOK FOR US, NOT KNOWING MAGNETO HAD SPIRITED US AWAY--

"--BUT AS HE WINGED HIS WAY OUTSIDE--
--HE WAS STRUCK DOWN FROM AMBUSH!
"DOUBTLESS, IT WAS THE SECRET EMPIRE'S DOING...FOR HE REMEMBERS NOTHING SINCE!
"NOW...LET ME PROBE THE BEAST'S BRAIN.
"HMMM...IT SEEMS HE WAS LOPING TOWARD THE JOB HIS ALTER-EGO HELD AT THE BRAND CORPORATION'S LONG ISLAND COMPLEX--*
*SOMETIME AFTER HULK #161, SCOREKEEPERS.--ROY.
"...WHEN HE MET THE SAME FATE!"
IN FACT, MY PROBINGS SHOW SIMILAR STORIES FOR ALL THESE MEN AND WOMEN--EVEN THOSE WHO CALLED THEMSELVES EVIL MUTANTS.
I GUESS THEY RAN INTO PEOPLE EVEN MORE EVIL, PROFESSOR.
AND I GUESS YOU HAVE TOO, FOOLS!
CAP--OVER THERE--!
YOU THOUGHT YOU COULD MATCH WITS WITH THE FUTURE RULERS OF AMERICA!
CRETINS! WOULD YOU MATCH WITS WITH A SPIDER IN ITS WEB?
IT WAS ONLY A MATTER OF TIME TILL WE TRACKED YOU DOWN--
--AND NOW YOU DIE!!

SORRY, TRICK-OR-TREATERS! WE DON'T QUITE SEE IT THAT WAY!
OF COURSE, WE'D LIKE TO KEEP AN OPEN MIND---
POW!
TUNK!
--BUT THAT DOESN'T MEAN WE WANT HOLES IN OUR HEADS!
AT LAST! AT LAST I FEEL ALIVE!
WAM!
THESE BAG-MEN HAVE DONE ME A FAVOR BY COMING OUT IN THE OPEN AT LAST!
THAT-A-WAY, CAP! SMASH 'EM!
OH OH! REINFORCEMENTS --BRINGING UP THE ARTILLERY!
THAT'S TOO MUCH, TOO SOON, FANS!
AND BETTER NEVER THAN LATER, TOO!
LOOKS LIKE NOBODY WANTS TO ATTACK US "LESSER" MUTANTS, PROFESSOR--SO I'LL HAVE TO ATTACK THEM!
BE CAREFUL, JEAN! THE OTHER MUTANTS ARE STILL TOO GROGGY TO HELP!

WE'VE TRAVELED A LONG, HARD ROAD TO FIND ANGEL, BEAST, AND ICEMAN, SIR!
IT'LL BE A WHILE BEFORE I THINK ABOUT BEING "CAREFUL!"
AND MARVEL GIRL SPEAKS FOR ALL OUR HEROES!
SPTANG!
ANGER AND UNCERTAINTY HAVE PACED THEM DOWN THAT ROAD, AS AN ELUSIVE ENEMY ALWAYS KEPT ONE STEP BEYOND THEM!
TOMP!
BUT NOW THEY'VE MET THE ENEMY! NOW THEY CAN FIGHT BACK!
NOW THEY CAN SEE THE END OF THE ROAD, AND NO MATTER HOW MANY OF THEIR FOES BAR THE WAY, THEY KNOW THEY'RE GOING TO REACH IT!
NUMBER ONE! THEY'RE WIPING UP THE FLOOR WITH US!
I HAVE EYES, NUMBER NINE--
--AND BY JOE, THAT'S NOT ALL I HAVE!
TELL NUMBER 68 TO BRING THE ATOMIC ANNIHILATOR!

NUMBER 68, HE WHO HAD FIRST DISCOVERED CAP AND FALC'S EXIT FROM THEIR LASERED DEATH TRAP, MAY FEEL A SWELL OF PLEASURE AT THIS CHANCE TO RE-ENTER THE DRAMA!
'TIS CERTAIN HE RESPONDS TO HIS CHIEF'S ORDERS WITH ALACRITY--
--AND AWFUL PRECISION!
FOOM!
...CAP...FALC...THE X-MEN....ALL DROP LIKE FLIES!
NO...IT CAN'T... END LIKE TH---
DEAD! ALL OF THEM DEAD! NOTHING SURVIVES THE ATOMIC ANNIHILATOR!
AND WITH THEM GONE--AMERICA SHALL SOON FOLLOW!
NEXT
THE FINAL CHAPTER!
"BEFORE THE DAWN!"

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CAPTAIN AMERICA™
AND
THE FALCON™
SHOWDOWN
--IN THE SHADOW OF THE WHITE HOUSE!
STAR-SPANGLED DOG! YOU'VE SMASHED THE SECRET EMPIRE-- PULVERIZED MOONSTONE--
BUT NOW YOU FACE THE DEADLIEST MAN-MENACE OF ALL!!

Stan Lee PRESENTS: CAPTAIN AMERICA AND THE FALCON™

A MONUMENTAL, MIND-BLASTING **MASTERWORK** TO CLIMAX CAP'S MOST **CATASTROPHIC** CAPER, BY

STEVE ENGLEHART AUTHOR * SAL BUSCEMA ARTIST * VINNIE COLLETTA INKER * ARTIE SIMEK, LETTERER P. GOLDBERG, COLORIST * ROY THOMAS EDITOR

...BEFORE THE DAWN!

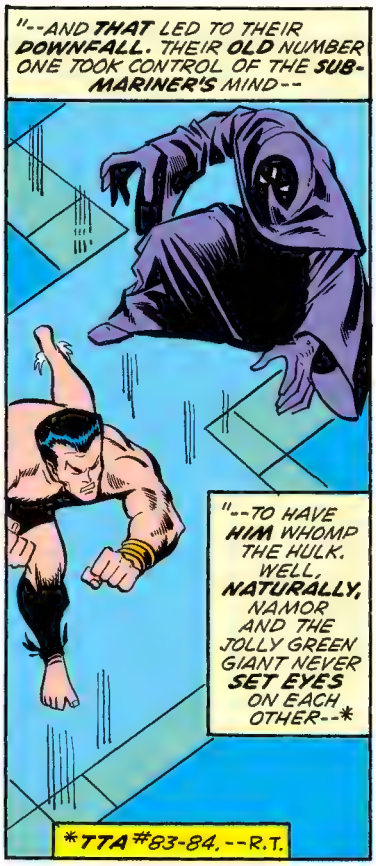
SO--CAPTAIN AMERICA AND THE FALCON **JOINED FORCES** WITH THE MUTANT X-MEN TO DESTROY THE **SECRET EMPIRE**, EH?
BUT WHEN THEY **ATTACKED** US, THEY COULDN'T KNOW OF THE **POWER** AT OUR DISPOSAL-- THE POWER OF THE **ATOMIC ANNIHILATOR**--
--THE POWER THAT HAS **SLAUGHTERED** THEM **ALL!**

THE MYSTERIOUS NUMBER ONE, MAXIMUM LEADER OF THE SECRET EMPIRE, RAVES ON, BUT WE DON'T HAVE TO LISTEN.
WE NEED ONLY TO OBSERVE THE NAKED LUST FOR DOMINATION IN HIS EYES!
THEN--
NUMBER 68, YOU HAVE SERVED THE SECRET EMPIRE WELL BY MURDERING OUR ENEMIES! WHEN I RULE AMERICA, I SHAN'T FORGET!
A TERRIBLE TABLEAU, THIS--
--ONE STRAIGHT FROM A HORROR-ADDICT'S GRIMMEST DREAMS, AND ALL THE MORE CHILLING FOR THAT!
TAWDRY AND TRAGIC BY TORCHLIGHT, THE BODIES ARE BORNE AWAY--
--TO BE DUMPED WITHOUT REMORSE IN THE LOWEST REACHES OF THE ULTIMATE LAIR--
--DUMPED LIKE SO MUCH GARBAGE--
--AND THE SHADOWS FORM THE ONLY SHROUD FOR CAPTAIN AMERICA.

IN THE ECHOING DISTANCE, DANK WATER DRIPS... AND DRIPS... AND DRIPS. ITS EERIE CADENCE IS THE DUNGEON'S REIGNING SOUND...
...UNTIL A POWERFUL CHEST STARTS TO RISE AND FALL WITH THE RHYTHM, AND THE DRY WHISTLE OF BREATH ADDS TO THE BEAT.
LOOKS LIKE HE'S FINALLY COMING AROUND.
ALL HE NEEDS IS TO HEAR A VOICE-- TO REMIND HIM WHERE HE IS, AND WHY! LIKE THE FIGHTING MACHINE HE IS, CAPTAIN AMERICA COMES UP OFF THE FLOOR READY FOR ANYTHING!
HOLD IT, BIG MAN--
--WE'RE YOUR FRIENDS!
LIKE BRUTUS TO CAESAR, YOU ARE! YOU'RE NUMBER 68, THE CRUD WHO FETCHED THAT RAY-CANNON--
--AND USED IT!
THAT'S TRUE--
--BUT I'M ALSO GABE JONES, SPECIAL AGENT OF SHIELD!
I THINK YOU KNOW MY PARTNER IN THIS OPERATION:
PEGGY CARTER!
PEGGY! GABE! WHAT IN THE WORLD--?
TAKE IT SLOW, MISTER. I TRICKED NUMBER ONE BY SETTING HIS GUN AT A NON-LETHAL CHARGE BEFORE I SHOT YOU--
--BUT YOU STILL TOOK A HECK OF A JOLT!
JUST RELAX FOR A SECOND, WHILE I FILL YOU IN. NOBODY'LL BOTHER US HERE.
YOU SEE, SHIELD'S HAD A FILE ON THE SECRET EMPIRE FOR A LONG TIME...

"THEY, LIKE A.I.M., WERE ORIGINALLY AN ARM OF HYDRA--AND, LIKE A.I.M., THEY SOON BROKE AWAY FROM THE BIG BOYS, TO TRY TO CONQUER THE WORLD ON THEIR OWN!
SALAAM! THE SECRET EMPIRE!

"BUT THEY WERE THIRD-STRINGERS, THEN. THEIR AGENT, BOOMERANG, HAD HIS FIRST MISSION ABORTED BY THE HULK--*
*TALES TO ASTONISH #81-82. --ROY.

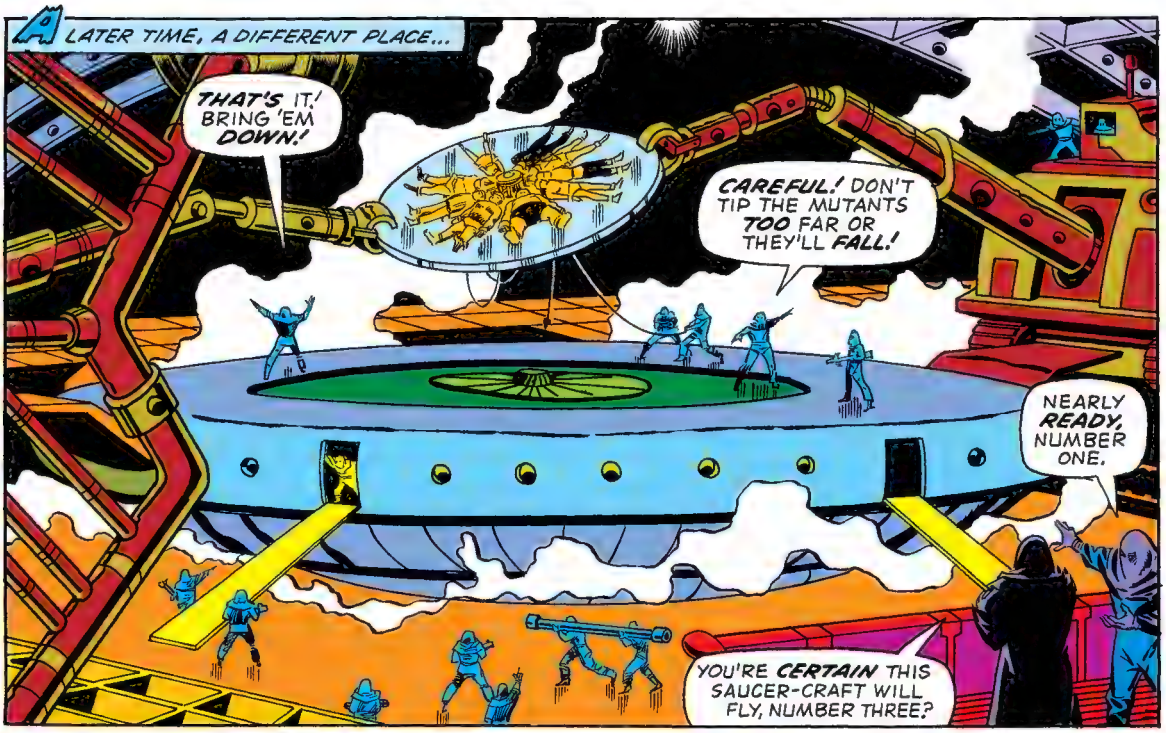

"--AND THAT LED TO THEIR DOWNFALL. THEIR OLD NUMBER ONE TOOK CONTROL OF THE SUB-MARINER'S MIND--
"--TO HAVE HIM WHOMP THE HULK. WELL, NATURALLY, NAMOR AND THE JOLLY GREEN GIANT NEVER SET EYES ON EACH OTHER--*
*TTA #83-84. --R.T.

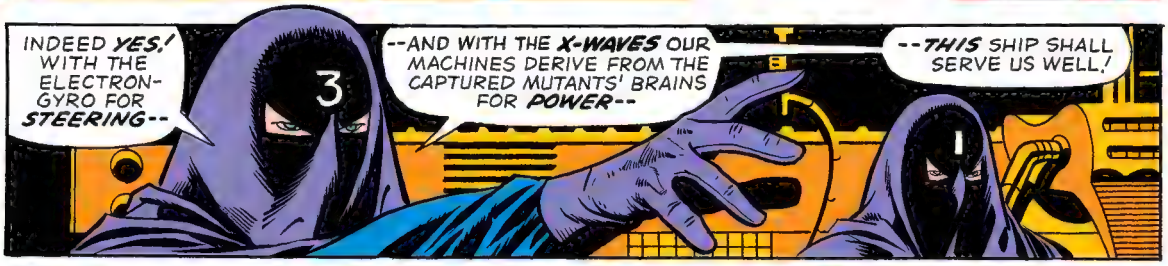
"--BUT NUMBER ONE WAS SO AFRAID THE HULK WOULD WANT REVENGE ON HIM, HE SET A BOMB FOR THE MONSTER--
"--AND BLEW HIMSELF UP BY MISTAKE, NIFTY, HUH?

"AND WHILE ALL THAT WAS GOING ON, THE OTHER MEMBERS OF THE EMPIRE WERE GETTING BY WITH ONE OF THEIR OWN, A POWER-HUNGRY TYPE NAMED NUMBER NINE.*
"THIS WAS THE ORIGINAL NUMBER NINE, NOT THE CURRENT ONE, WHO CALLS HERSELF LINDA DONALDSON.
9
TALES TO ASTONISH #83, --R.T.

"ANYWAY, WHAT HE HADN'T COUNTED ON WAS ANOTHER MEMBER OF THE INNER COUNCIL WEARING PROTECTIVE ARMOR--SOMEONE WHO WOULD FIGHT HIM AND WIN--
6
9

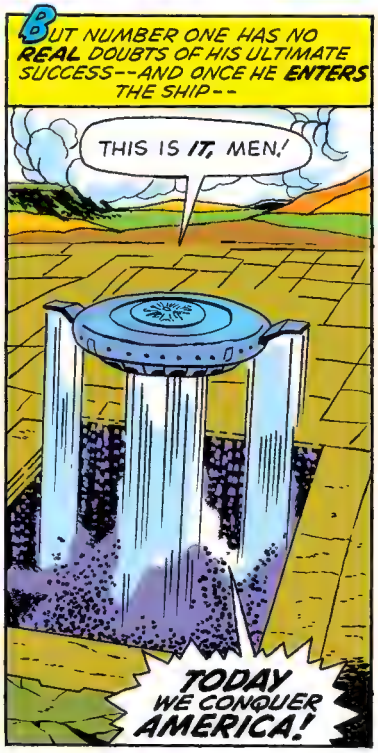
"--SOMEONE WHO WOULD TURN OUT TO BE ME!
"YEAH, THAT'S WHEN I FIRST LEARNED HOW TO INFILTRATE 'EM."*
*AT LAST, OLD-TIME TRUE BELIEVERS! AN ACTUAL REPRESENTATION OF "GABE JONES' BRILLIANT DEFEAT OF THE SECRET EMPIRE," ADVERTISED BUT NEVER SHOWN IN 1966.-- ROY.
THAT FINISHED 'EM OFF--BUT LAST YEAR, WHEN SHIELD HEARD THEY'D BEEN REGROUPED UNDER A NEW NUMBER ONE--
--COL. FURY SENT ME BACK TO DO IT AGAIN. I COULDN'T MAKE THE INNER COUNCIL THIS TIME, 'CAUSE THERE ISN'T ANY--
--AND FRANKLY, I WAS JUST AS GLAD TO BE THE RELATIVELY UNNOTICED NUMBER 68.
ONCE I GOT IN GOOD HERE--UP TO AND INCLUDIN' BEIN' THE CHIEF GUN-TOTER--I WAS ABLE TO SNEAK IN A BACK-UP AGENT--
--AND SINCE THERE WASN'T MUCH DANGER, FURY ASSIGNED PEGGY.*
*PEGGY JOINED SHIELD IN CA&F #169. --ROY AGAIN.
OKAY--I THINK I'VE GOT ALL THAT. IN ANY EVENT, MY HEAD'S STOPPED RINGING LIKE A THREE-ALARM FIRE.
THEN--SHIELD'S INVOLVEMENT EXPLAINS WHAT FURY WAS DOING IN NASHVILLE.*
HE MUST HAVE BEEN CHECKING MOONSTONE'S CONNECTION WITH THE EMPIRE THE WAY FALC AND I WERE. IF ONLY WE'D EACH KNOWN WHAT THE OTHER WAS DOING!
*TWO ISSUES BACK.--GUESS WHO!
THAT'S THE INTELLI-GENCE GAME, I'M AFRAID. BUT THAT'S NOT WHAT I WANT TO TALK ABOUT--
ONE MORE MINUTE, PEG.
CAP, NOW THAT THE EMPIRE HAS THE ELECTRON-GYRO, THEY'RE READY TO MAKE THEIR BIG MOVE. WE HAVE TO GET GOING!
HAVING SAID THAT, I'LL LET YOU TWO HAVE THREE MINUTES TO GET REACQUAINTED.
OH, GABE! HOW COULD YOU KNOW THAT PEGGY THINKS I'M IN LOVE WITH HER, INSTEAD OF HER YOUNGER SISTER, SHARON!
LORD, I HAVE TO TELL HER THE TRUTH--IF I SURVIVE THE REST OF THIS DAY!

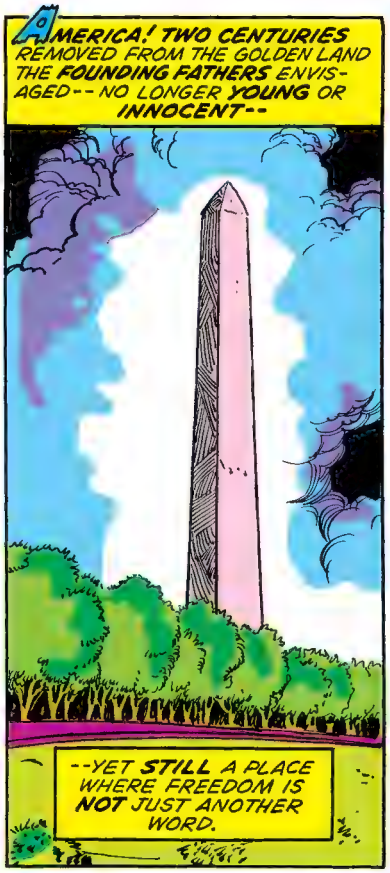

A LATER TIME, A DIFFERENT PLACE...
THAT'S IT! BRING 'EM DOWN!
CAREFUL! DON'T TIP THE MUTANTS TOO FAR OR THEY'LL FALL!
NEARLY READY, NUMBER ONE.
YOU'RE CERTAIN THIS SAUCER-CRAFT WILL FLY, NUMBER THREE?

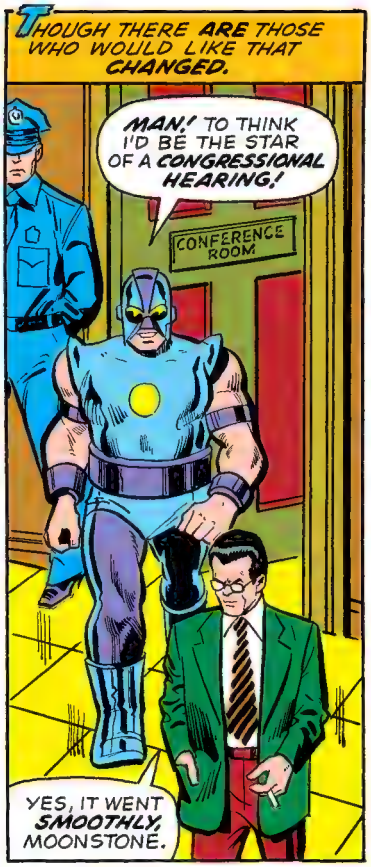

INDEED YES! WITH THE ELECTRON-GYRO FOR STEERING--
3
--AND WITH THE X-WAVES OUR MACHINES DERIVE FROM THE CAPTURED MUTANTS' BRAINS FOR POWER--
--THIS SHIP SHALL SERVE US WELL!

IT BETTER HAD! THE SECRET EMPIRE HAS WORKED HARD TO PREPARE FOR THIS MOMENT!
WE'VE SPENT MONTHS PLUNDERING THE MINDS OF FAMOUS SCIENTISTS FOR THE NECESSARY KNOWLEDGE TO CONSTRUCT THIS SAUCER WITH ALL OF ITS ATTACK CAPABILITIES!

QUENTIN HARDERMAN, SPARKED BY THE VIPER, HIS FORMER ADVERTISING PARTNER, DISCREDITED CAPTAIN AMERICA FOR US--
--AND CONVINCED MUCH OF AMERICA TO ACCEPT MOONSTONE IN HIS PLACE!
LASTLY, WE CAPTURED NINE MUTANTS FOR THEIR MENTAL ENERGY!
WE'VE BEEN TOO THOROUGH TO SLIP UP NOW!


B UT NUMBER ONE HAS NO REAL DOUBTS OF HIS ULTIMATE SUCCESS--AND ONCE HE ENTERS THE SHIP--
THIS IS IT, MEN!
TODAY WE CONQUER AMERICA!

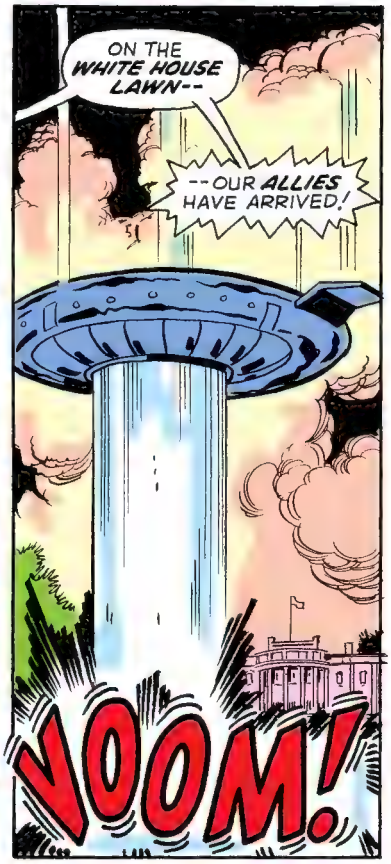

AMERICA! TWO CENTURIES REMOVED FROM THE GOLDEN LAND THE FOUNDING FATHERS ENVISAGED--NO LONGER YOUNG OR INNOCENT--
--YET STILL A PLACE WHERE FREEDOM IS NOT JUST ANOTHER WORD.

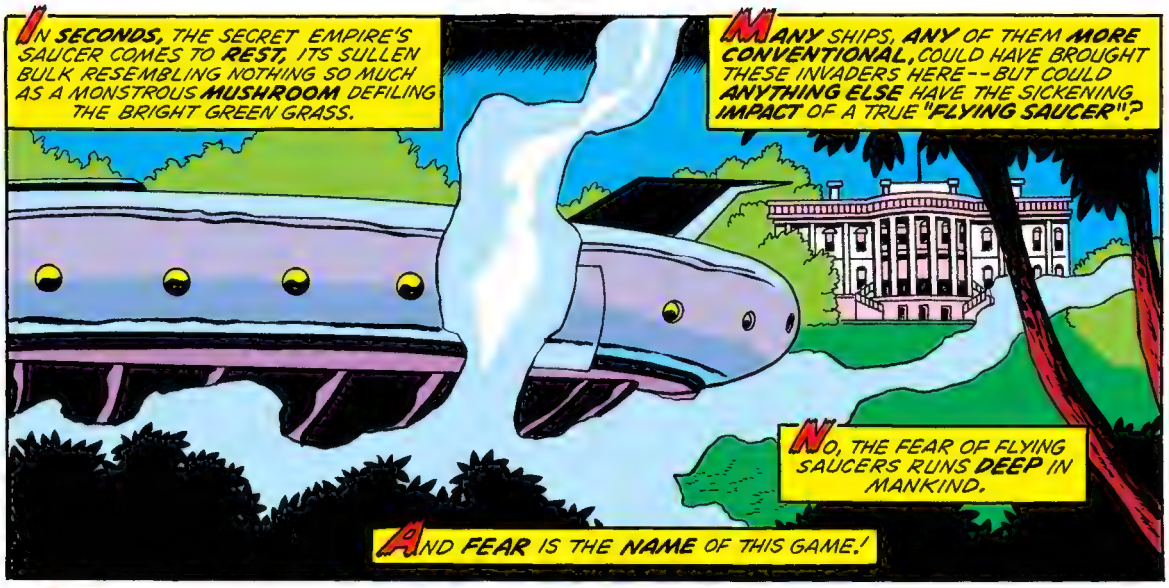

THOUGH THERE ARE THOSE WHO WOULD LIKE THAT CHANGED.
MAN! TO THINK I'D BE THE STAR OF A CONGRESSIONAL HEARING!
CONFERENCE ROOM
YES, IT WENT SMOOTHLY, MOONSTONE.

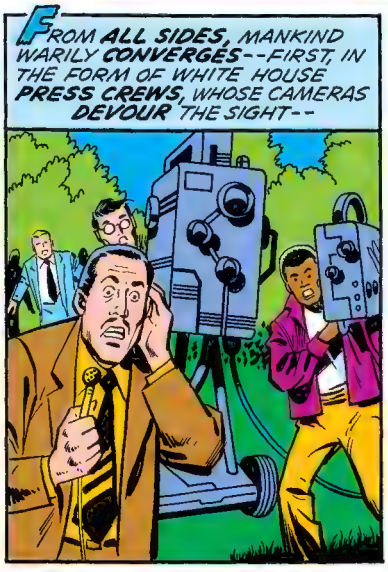
YOUR POSITION AS PUBLIC HERO #1 IS SECURE, THANKS TO MY GENIUS AT MANIPULATING THE TRUTH--
--AND THANKS TO CAPTAIN AMERICA'S BLUNDERING DEFENSE OF HIS NAME!
"LIES ARE NEAT, TRUTH IS MESSY!" ISN'T THAT WHAT YOU ALWAYS SAY?
HE NEVER HAD A CHANCE!

MAYBE THE TRUTH GOT OUT ON WATERGATE, BUT THAT'S THE EXCEP--
VROOM!
HUH?
THEY'RE HERE!

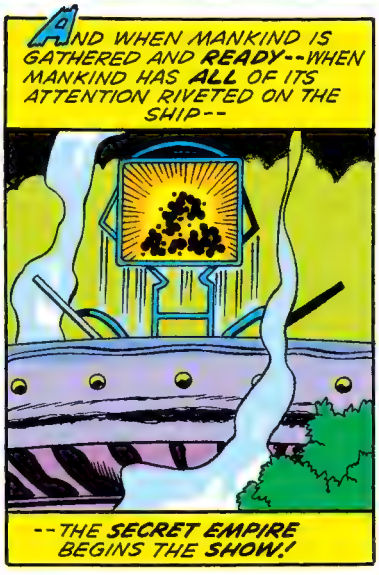
LOOK, MOONSTONE! LOOK AND YOU SHALL SEE HISTORY IN THE MAKING!
EVERY CAREFULLY-CHOREOGRAPHED APPEARANCE YOU'VE MADE UNTIL NOW IS FINALLY ABOUT TO PAY OFF!
ACROSS THE STREET--


ON THE WHITE HOUSE LAWN--
--OUR ALLIES HAVE ARRIVED!
VOOM!

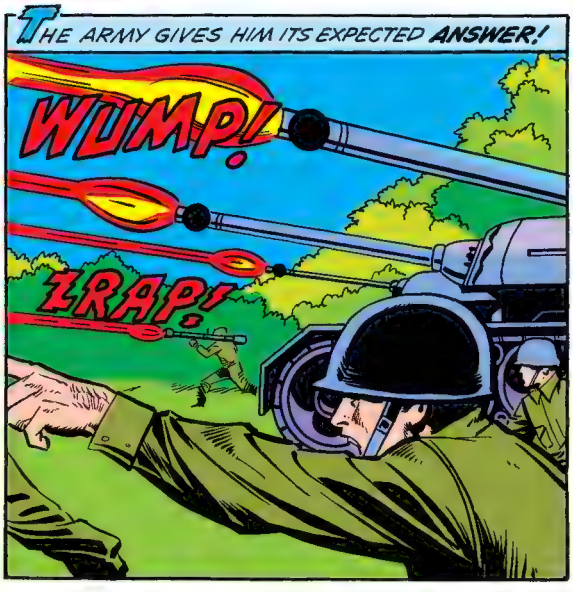

IN SECONDS, THE SECRET EMPIRE'S SAUCER COMES TO REST, ITS SULLEN BULK RESEMBLING NOTHING SO MUCH AS A MONSTROUS MUSHROOM DEFILING THE BRIGHT GREEN GRASS.
MANY SHIPS, ANY OF THEM MORE CONVENTIONAL, COULD HAVE BROUGHT THESE INVADERS HERE--BUT COULD ANYTHING ELSE HAVE THE SICKENING IMPACT OF A TRUE "FLYING SAUCER"?
NO, THE FEAR OF FLYING SAUCERS RUNS DEEP IN MANKIND.
AND FEAR IS THE NAME OF THIS GAME!


FROM ALL SIDES, MANKIND WARILY CONVERGES--FIRST, IN THE FORM OF WHITE HOUSE PRESS CREWS, WHOSE CAMERAS DEVOUR THE SIGHT--

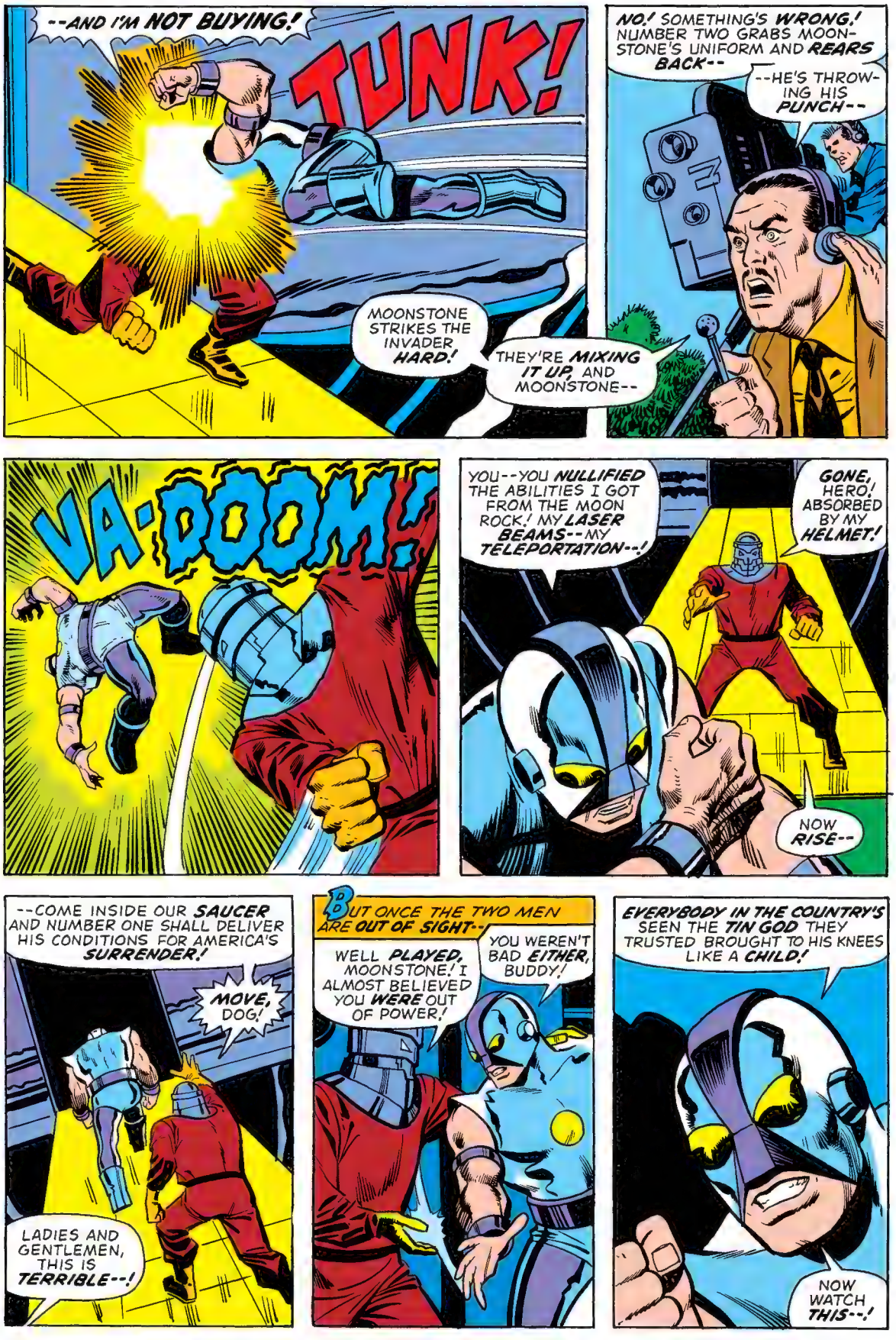
--AND THEN THE ARMY ROLLS UP, PISTOLS AND CANNONS AT THE FORE!


AND WHEN MANKIND IS GATHERED AND READY--WHEN MANKIND HAS ALL OF ITS ATTENTION RIVETED ON THE SHIP--
--THE SECRET EMPIRE BEGINS THE SHOW!

AMERICA, I AM NUMBER ONE!
I DEMAND IMMEDIATE AND UNCONDITIONAL SURRENDER!


THE ARMY GIVES HIM ITS EXPECTED ANSWER!
WUMP!
ZRAP!

...HE PROVIDES A NOT-UNEXPECTED REPLY.
FTAZ!
YOU CANNOT FIGHT ME!
A FORCE FIELD, GENTLEMEN-- CREATED WITH THE BRAIN-WAVES OF MUTANTS!
JEEZ, HARRY! THAT WAS OUR BEST STUFF!
WHERE THE DEVIL'S THE PRESIDENT?
AT HIS RETREAT, THE WHITE HOUSE SAYS!
HE'S SUPPOSED TO BE FLYING IN!
YOUR LEADER IS FAR AWAY, AMERICA! YOUR SO-CALLED "SUPERHEROES" ARE IN NEW YORK OR SOME OTHER DISTANT PLACE!
NO ONE IS HERE TO PROTECT YOU!
I AM YOUR FATE!
WAIT!
GOOD LORD-- IT'S MOONSTONE!
LADIES AND GENTLEMEN, MOONSTONE IS HERE!
HE'S FLYING STRAIGHT TOWARD THE MAMMOTH SAUCER--!
SO YOU'RE NUMBER ONE, AND YOU'RE INVINCIBLE, HUH?
MISTER, THE ONLY INVINCIBLE PEOPLE AROUND HERE ARE AMERICANS--
--AND IN THE NAME OF AMERICA, I CHALLENGE YOU!
ALL RIGHT, HERO-- I'LL MEET YOU ON YOUR LEVEL!
FACE NUMBER TWO, THE MARSHAL OF MY WARRIOR SQUAD!
DISCOVER WHICH OF YOU IS INVINCIBLE!
BE WARNED, MOONSTONE! MY HELMET GRANTS ME THE SAME ABILITIES DISPLAYED BY THIS SHIP!
MINE IS A POWER BEYOND COMPREHENSION!
I NEVER MET A SOLDIER YET WHO DIDN'T CLAIM CIVILIANS WERE TOO DUMB TO UNDERSTAND HIS OPERATION!
IN POKER, PAL, THAT'S CALLED A BLUFF!


--AND I'M NOT BUYING!
TUNK!
MOONSTONE STRIKES THE INVADER HARD!
THEY'RE MIXING IT UP, AND MOONSTONE--
NO! SOMETHING'S WRONG! NUMBER TWO GRABS MOONSTONE'S UNIFORM AND REARS BACK--
--HE'S THROWING HIS PUNCH--
VA-DOOM!
YOU--YOU NULLIFIED THE ABILITIES I GOT FROM THE MOON ROCK! MY LASER BEAMS--MY TELEPORTATION--!
GONE, HERO! ABSORBED BY MY HELMET!
NOW RISE--
--COME INSIDE OUR SAUCER AND NUMBER ONE SHALL DELIVER HIS CONDITIONS FOR AMERICA'S SURRENDER!
MOVE, DOG!
LADIES AND GENTLEMEN, THIS IS TERRIBLE--!
BUT ONCE THE TWO MEN ARE OUT OF SIGHT--
WELL PLAYED, MOONSTONE! I ALMOST BELIEVED YOU WERE OUT OF POWER!
YOU WEREN'T BAD EITHER, BUDDY!
EVERYBODY IN THE COUNTRY'S SEEN THE TIN GOD THEY TRUSTED BROUGHT TO HIS KNEES LIKE A CHILD!
NOW WATCH THIS--!

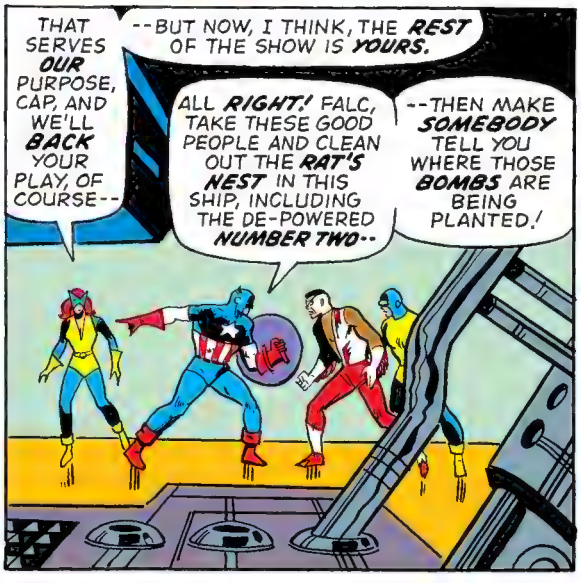
LADIES AND GENTLEMEN, MOONSTONE IS WALKING OUT OF THE SAUCER NOW--WALKING LIKE A MAN GOING HIS LAST MILE!
HIS NEXT WORDS WILL GIVE US SOME IDEA OF HOW GRAVE A CRISIS WE ACTUALLY FACE!
MY FELLOW AMERICANS, I MUST TELL YOU...THERE IS NO HOPE!
I HAVE FELT THE POWER OF THE SECRET EMPIRE... I HAVE SEEN THE WEAPONRY CONTAINED IN THIS SAUCER...
...AND I HAVE HEARD NUMBER ONE'S SHOCKINGLY PERFECT PLAN FOR OUR SUBJUGATION!
PLEASE BELIEVE ME: WE HAVE ALREADY BEEN DEFEATED!
AT THIS MOMENT, MY AGENTS--THE SANITATION SQUAD--ARE PLANTING ATOMIC EXPLOSIVES IN PUBLIC PLACES ALL ACROSS AMERICA!
THE NATION HAS THIRTY MINUTES TO SURRENDER, OR I'LL ORDER THE DESTRUCTION OF EVERY MAJOR CITY!
DO NOT FORCE MY HAND!
OUTSIDE THE MASSIVE SHIP, THE CROWDS ARE ASHEN. NOT SINCE THE WAR OF 1812 HAS WASHINGTON BEEN INVADED--AND CLEARLY, THE INVADERS ARE IN COMMAND!
AH, BUT INSIDE...
...INSIDE, A MOMENT HAS ARRIVED!
SHOOT, GABE--WE WERE WONDERIN' IF YOU WERE EVER GONNA LET US OUT!
I COULDN'T MAKE MY MOVE TILL NUMBER ONE STEPPED OUTSIDE, FALCON.
BUT NOW WE ARE OUT, AND ALL OF US ARE FULLY RECOVERED--
--SO NOW WE PUT OUR LIVES ON THE LINE, FOR HONOR, RETRIBUTION--AND COUNTRY!
THERE'S THE MASTER CONTROL ROOM...!

LET'S GET 'EM!
WHAT--? TREACHERY!

CALL IT WHAT YOU WILL, BUT CALL IT FAST!
THE NEXT INSTANT, SIX CYCLONES STRIKE--

--AND THEIR NAMES ARE CYCLOPS, MARVEL GIRL, GABE JONES, PEGGY CARTER, THE FALCON--
--AND CAPTAIN AMERICA!
SO MUCH FOR THE SECRET EMPIRE'S ARMAMENT!
THERE'S STILL ANOTHER JOB HERE, CAP--

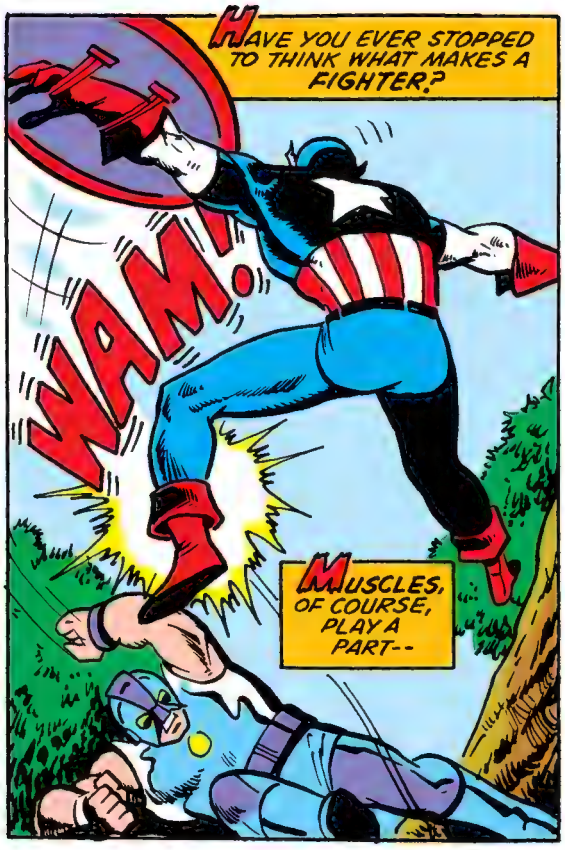
--AND THAT'S THE DESTRUCTION OF THIS MACHINE TO LEECH MUTANT BRAIN ENERGY!
PROFESSOR X COULDN'T JOIN THIS FIGHT--
--BUT THIS IS FOR HIM!

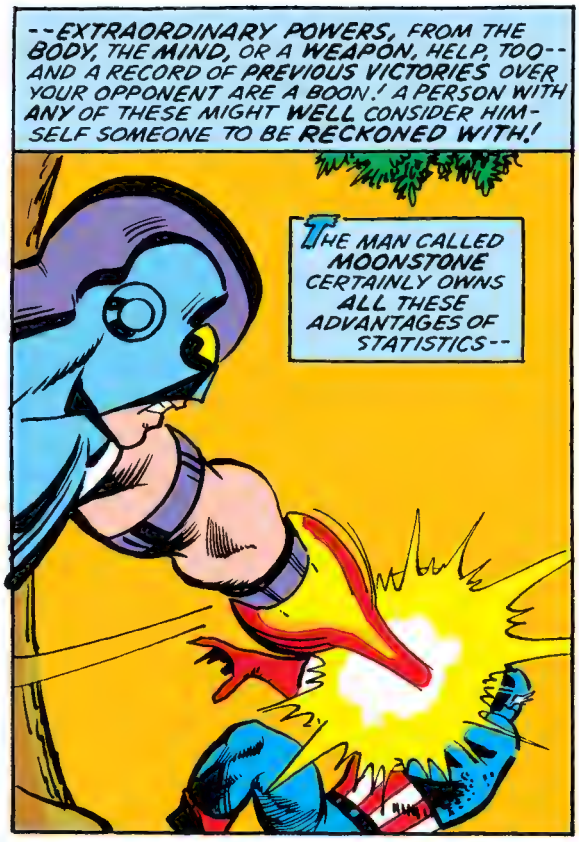

THAT SERVES OUR PURPOSE, CAP, AND WE'LL BACK YOUR PLAY, OF COURSE--
--BUT NOW, I THINK, THE REST OF THE SHOW IS YOURS.
ALL RIGHT! FALC, TAKE THESE GOOD PEOPLE AND CLEAN OUT THE RAT'S NEST IN THIS SHIP, INCLUDING THE DE-POWERED NUMBER TWO--
--THEN MAKE SOMEBODY TELL YOU WHERE THOSE BOMBS ARE BEING PLANTED!

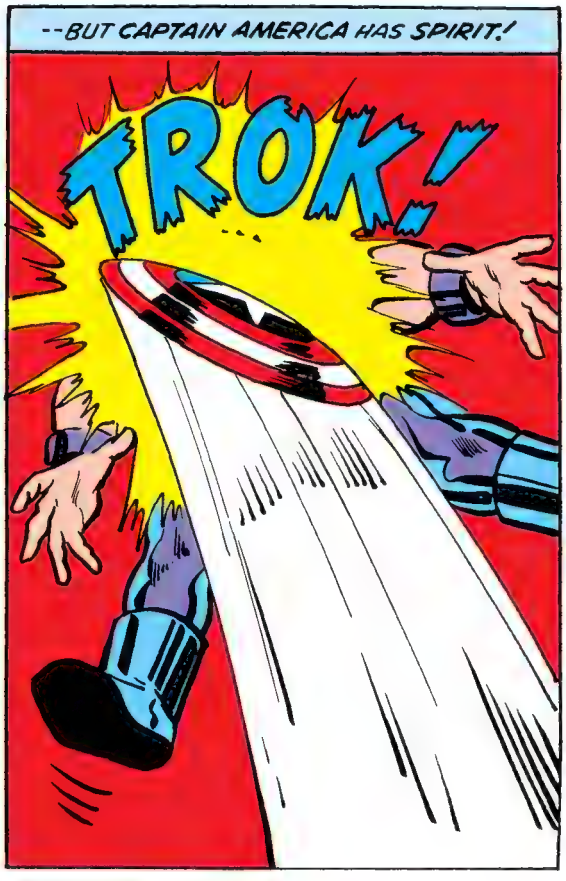
WHERE'RE YOU GOIN', CAP?
OUTSIDE!

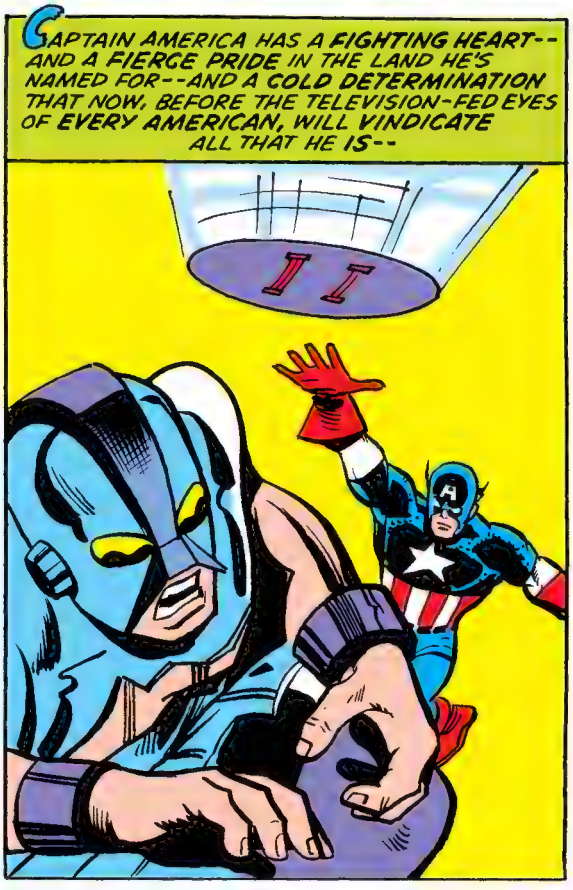
OUTSIDE, THE LUST FOR DOMINATION HAS LEFT NUMBER ONE, FOR IT IS A LUST HE IS SATISFYING!
NOW HE RIDES THE WARMING TIDE OF TRIUMPH!
MARK THIS DAY, AMERICA! TODAY THE SECRET EMPIRE --THE INVISIBLE GOVERNMENT TURNS VISIBAAAA
AAAH
AAA
TUNK!
THE SOUND OF CHIN MEETING DIRT IS A SOUND SO SWEET AS TO DEFY DESCRIPTION!
SUDDENLY, CAPTAIN AMERICA'S FRUSTRATIONS--HIS HATE--YES, AND EVEN HIS HURT--DESERT HIM! SUDDENLY--AT LAST--HE KNOWS PEACE.
WE GOT THE BOMB SITES, PARTNER! WE'LL GET THE WORD TO SHIELD!
HE IS WHERE HE SHOULD BE--DOING WHAT HE SHOULD BE DOING!
CAPTAIN AMERICA IS FULFILLING HIS HERITAGE!
SO--THE RENEGADE VIGILANTE SHOWS UP TO JOIN HIS SECRET EMPIRE FRIENDS!
MISTER... THAT'S THE LAST LIE YOU'RE EVER GOING TO TELL ABOUT ME!

CRUMP!
THE LAST LIE!!

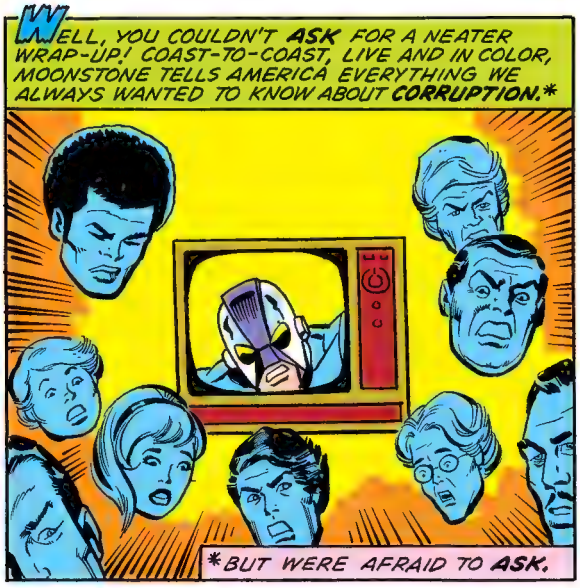

HAVE YOU EVER STOPPED TO THINK WHAT MAKES A FIGHTER?
WAM!
MUSCLES, OF COURSE, PLAY A PART--

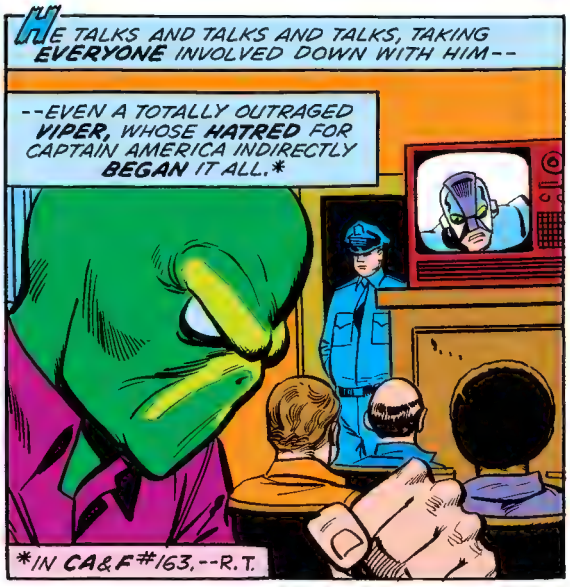

--EXTRAORDINARY POWERS, FROM THE BODY, THE MIND, OR A WEAPON, HELP, TOO-- AND A RECORD OF PREVIOUS VICTORIES OVER YOUR OPPONENT ARE A BOON! A PERSON WITH ANY OF THESE MIGHT WELL CONSIDER HIMSELF SOMEONE TO BE RECKONED WITH!
THE MAN CALLED MOONSTONE CERTAINLY OWNS ALL THESE ADVANTAGES OF STATISTICS--


--BUT CAPTAIN AMERICA HAS SPIRIT!
TROK!


CAPTAIN AMERICA HAS A FIGHTING HEART-- AND A FIERCE PRIDE IN THE LAND HE'S NAMED FOR--AND A COLD DETERMINATION THAT NOW, BEFORE THE TELEVISION-FED EYES OF EVERY AMERICAN, WILL VINDICATE ALL THAT HE IS--

--AND THAT IS WHAT MAKES A FIGHTER!
SLAM!
BAM!
KA-
DAK!
JUST LIKE THAT--
--IT'S OVER!
NOW TALK-- WITHOUT THE LIES!
THERE IS NO DOUBT, IN THIS GLADIATORIAL SCENE, WHO THE MASTER IS!
--WHO THE HERO IS!
GOD BLESS YOU, CAPTAIN AMERICA! I'VE JUST LEARNED THAT MY COMMITTEE WAS DUPED BY THAT MAN, AND I--
YOU SLIMY CREEP! I'M NOT TAKIN' THE RAP FOR THIS!
YOU AND YOUR COMMITTEE WERE NEVER ANYTHING BUT A FRONT FOR THE EMPIRE! YOU TOOK YOUR IDEA OF RUINING CAP AND SOLD BOTH ME AND THEM ON IT!

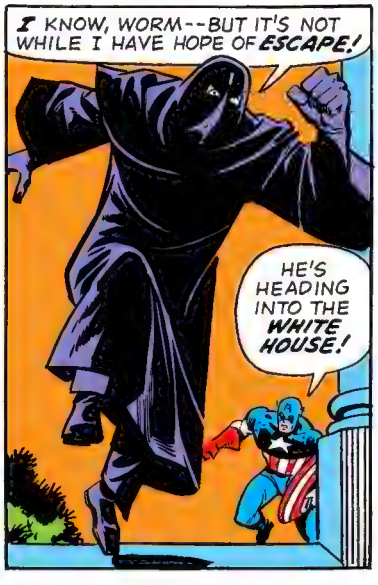

WELL, YOU COULDN'T ASK FOR A NEATER WRAP-UP! COAST-TO-COAST, LIVE AND IN COLOR, MOONSTONE TELLS AMERICA EVERYTHING WE ALWAYS WANTED TO KNOW ABOUT CORRUPTION.*
*BUT WERE AFRAID TO ASK.


HE TALKS AND TALKS AND TALKS, TAKING EVERYONE INVOLVED DOWN WITH HIM--
--EVEN A TOTALLY OUTRAGED VIPER, WHOSE HATRED FOR CAPTAIN AMERICA INDIRECTLY BEGAN IT ALL.*
*IN CA&F #163, --R.T.

IN TIME, EVERY LIVING MEMBER OF THE SECRET EMPIRE WILL JOIN THE VIPER ON THE INSIDE OF A CELL, INCLUDING THE HOODS ON THE WHITE HOUSE LAWN, THE SANITATION SQUAD BOMBERS SCATTERED ACROSS THE LAND, AND THE HEADQUARTERS CREW IN THE ULTIMATE LAIR.
KNOWING THAT--KNOWING HE HAS ONCE MORE DONE THE JOB HE CHOSE SO MANY YEARS AGO TO DO--CAPTAIN AMERICA LETS HIS FIRST SMILE IN DAYS FILL HIS FACE.
NO, YOU COULDN'T ASK FOR A NEATER WRAP-UP!

WHAT COULD POSSIBLY GO WRONG?
THE FOOLS! THEY'VE RELAXED THEIR GUARD TOO SOON, ASSUMING I'M STILL UNCONSCIOUS!
THIS IS MY CHANCE!

LOOK! NUMBER ONE--MAKING A BREAK FOR IT!
THESE GUYS DON'T KNOW WHEN TO QUIT!


I KNOW, WORM--BUT IT'S NOT WHILE I HAVE HOPE OF ESCAPE!
HE'S HEADING INTO THE WHITE HOUSE!

THE RACE DOWN SHADOWED CORRIDORS IS SWIFT AND SHORT!
UNNH!
ALL RIGHT, MISTER: END OF THE LINE!
NOW LET'S JUST HAVE A LOOK UNDERNEATH YOUR COWL BEFORE--
GOOD LORD! YOU!!
BUT YOU-- YOU'RE--
EXACTLY! BUT HIGH POLITICAL OFFICE DIDN'T SATISFY ME! MY POWER WAS STILL TOO CONSTRAINED BY LEGALITIES!
I GAMBLED ON A COUP TO GAIN ME THE POWER I CRAVED-- AND IT APPEARS THAT MY GAMBLE HAS FINALLY FAILED!
I'LL CASH MY CHIPS, THEN!
NO, WAIT--!
KRAK!
DON'T...
A MAN CAN CHANGE IN A FLICKER OF TIME.
THIS MAN TRUSTED THE COUNTRY OF HIS BIRTH... HE SAW ITS FLAWS...
...BUT TRUSTED IN ITS BASIC FRAMEWORK... ITS STATED GOALS... ITS LONG-TERM VIRTUE.
TRUSTED.
THIS MAN NOW IS CRUSHED INSIDE. LIKE MILLIONS OF OTHER AMERICANS, EACH IN HIS OWN WAY, HE HAS SEEN HIS TRUST MOCKED!
AND THIS MAN IS CAPTAIN AMERICA!
BEGINNING: THE MOST AMAZING STORY YOU'LL READ ALL YEAR!
CAPTAIN AMERICA NO MORE??

BIOGRAPHIES

STEVE ENGLEHART

He broke into the comic industry as an artist in the early '70s, but it was Steve Englehart's strengths as a writer that helped him chart a career in comics marked by the bravery with which he incorporated current political themes into his work.

One of Englehart's first principal titles was *The Avengers*, which he quickly made his own, introducing the character Mantis and exploring her exotic roots. He also took on *The Defenders*, Marvel's famed non-team, bringing Valkyrie into the mix. Only a year into his tenure as writer on these two books, he connected them for a three-month, six-issue crossover extravaganza—"The Avengers/Defenders War," one of comics' seminal crossover events. His run on *The Avengers* would extend for another four years, including the classic "Celestial Madonna" and "Serpent Crown" story lines.

Handed *Captain America* at the height of the anti-war '70s, Englehart turned the book on its head, tapping into current events like the Watergate scandal and creating a heady mix of adventure and politics. Stories like "The Secret Empire" and "Nomad," in which Steve Rogers abandoned Cap's costume and shield to explore what his identity really meant, were challenging takes on the time-tested character.

Other titles from his first tenure at Marvel included *Doctor Strange*, *The Incredible Hulk*, *Hero for Hire*, and *Amazing Adventures* featuring the X-Men's Beast. He also introduced Shang-Chi, Master of Kung Fu, with Jim Starlin in the pages of *Special Marvel Edition* #15.

In 1977, Englehart headed to DC, where his "Dark Detective" vision of Batman with artist Marshall Rogers would later inspire filmmaker Tim Burton's approach to the first Batman feature film. He also had a memorable run writing *Justice League of America* before moving to other creative pursuits, including writing novels and developing video game concepts.

In 1983, Englehart collaborated with artist Steve Leialoha on *Coyote*, a groundbreaking independent comic. He returned to Marvel to establish a new title, *West Coast Avengers*, wrote the 12-issue limited series *Vision & The Scarlet Witch*, and long runs on *Fantastic Four* and *Silver Surfer*. In the midst of all this, Englehart wrote *Green Lantern* for DC, further developing the ranks of the Green Lantern Corps.

During the early '90s, Englehart was pivotal in the debut of Malibu's popular Ultraverse characters and also lent his talents to the Claypool Comics line. He continued with video game development and also wrote animation features like *G.I. Joe*. Recent comics work includes *Hellcat*, *Avengers: Celestial Quest*, *JLA Classified* and a return to Batman in the *Dark Detective* limited series.

SAL BUSCEMA

Without a doubt one of comics' most prolific artists, "Our Pal" Sal Buscema joined Marvel in 1968 shortly after his elder brother, John. Tackling inking duties on *Silver Surfer* and *Fantastic Four*, including the all-time classic *Silver Surfer* #4, Buscema quickly graduated to penciling. He was an anchor of the Marvel line in the 1970s with long runs on books like *Captain America*, *Marvel Team-Up* and *The Spectacular Spider-Man* and a 100-plus issue run on *The Incredible Hulk*. Buscema was also behind defining the tone on early issues of *The Defenders*, *Rom* and *The New Mutants*. His career as one of Marvel's most versatile artists lasted throughout the '70s and into the '90s. In 1988, he returned to *The Spectacular Spider-Man* and over the next ten years penciled every issue but two from #134 through #238 (and inked the vast majority as well!) Although he retired in the late '90s, readers can still see his name on comics credits from time to time, including inking work on the cult hit *Spider-Girl*.

MIKE FRIEDRICH

A sustained campaign of letter writing targeting DC editor Julie Schwartz paid off for young Mike Friedrich in ways he likely never dreamed. The mail correspondence led to an invitation to visit the DC offices after his high school graduation, whereupon he promptly networked his way to a full-fledged writing gig, including the first issues of *Phantom Stranger*, a sustained run on *Justice League of America* and his very first story, a Spectre feature drawn by Neal Adams.

After writing for DC through the end of the '60s, he migrated to Marvel where he wrote Ant-Man in *Marvel Feature*. He also set up shop for a 34-issue run on *Iron Man* starting in 1972. A highlight of his Iron Man tenure was helping introduce the legendary villain Thanos with Jim Starlin; he also worked with Starlin during the artist's watershed run on *Captain Marvel* and teamed with Roy Thomas to pen early scripts for *Warlock*.

One of Friedrich's most interesting contributions to the comics field came when he produced the independent comic *Star*Reach*, a sci-fi anthology that ran during the '70s. In addition to providing early exposure for Gene Day, Dave Sim and Michael T. Gilbert, *Star*Reach* inspired many similar efforts and primed the pump for the independent boom of the '80s. Friedrich's efforts won acclaim from the San Diego Comic-Con, which awarded him the Inkpot Award in 1980.

TONY ISABELLA

Like many writers who emerged in the early '70s, Tony Isabella's first "official" writing for Marvel was as a fan in its letter pages. His comprehensive knowledge of the Marvel Universe and its characters, combined with his gift for writing, made him a natural for a job as an editorial assistant in 1972. Eventually working his way up to a job as a staff writer, Isabella carved out a niche in Marvel's horror titles with "It! The Living Colossus" in the pages of *Astonishing Tales*, the Living Mummy in *Supernatural Thrillers* and scribing a variety of stories across the black-and-white magazines line, including *Dracula Lives!*, *Tales of the Zombie*, *Vampire Tales* and *Monsters Unleashed*.

Isabella's most familiar contributions to Marvel readers were in a long run of *Ghost Rider* stories and the introduction of Tigra to Marvel's stable of female heroines. His twelve-issue spin with the demonic alter ego of Johnny Blaze included a controversial tale featuring Ghost Rider's redemption with Jesus Christ, a milestone moment of the era. And after Tigra's first appearance, Isabella led her to a team-up with Thing in *Marvel Two-In-One*, and ongoing adventures in *Marvel Chillers*.

His other credits included Iron Fist in *Marvel Premiere*, *Hero for Hire/Power Man* and a fill-in story that ran over two issues of *Avengers*, featuring the Assassin's unrelenting pursuit of Earth's Mightiest Heroes. Isabella also wrote the first seven issues of *The Champions*, the '70s super-hero team featuring Hercules, Black Widow, Ghost Rider, Angel and Iceman.

At DC Isabella introduced Black Lightning and revamped Hawkman and Hawkgirl in the early '80s. Since then, Isabella has been writing for indie publishers, running his own comic store and writing an online column for *Comic Buyer's Guide* called Tony's Tips.

ROY THOMAS

Along with fellow fan Jerry Bails, Roy Thomas developed the first known organized comic fandom in the pages of *Alter Ego*, a self-published fanzine. Leaving his teaching position in 1965, Roy took his deep knowledge of comics characters and their history and moved to New York City, accepting a job under DC Comics editor Mort Weisinger. His stay lasted little over a week before he opted for a position at Marvel, where under Stan Lee, his duties quickly matured from proofreading to more serious work as an editorial assistant and writer.

Titles as disparate as *Modeling With Millie*, *Kid Colt* and *Sgt. Fury* were written under his auspices before he was able to fulfill his desire to write super-hero stories on Iron Man in *Tales of Suspense* #73 and a pair of Dr. Strange stories for *Strange Tales*.

Stan must have liked what he was reading, because after this seeming trial period, Roy "The Boy" (as he was called in credits) was given both *Sgt. Fury* and *The X-Men*. Along with artist Werner Roth, Thomas took the X-Men on adventures around the world and told the characters' pre-X-Men origins. In addition to introducing Banshee, Sunfire and Havok, Thomas' X-Men credits also include his watershed collaboration with artist Neal Adams.

Proving his mettle on *X-Men* led him to *The Avengers*, and it was with this team that Roy really started crafting his legacy. Across 70 consecutive issues of Earth's Mightiest Heroes, he became perhaps the title's definitive writer, introducing characters such as the Vision and penning classic sagas including the "Kree/Skrull War." Before the '60s ended, Thomas chalked up noteworthy runs as writer of *Doctor Strange*, *Sub-Mariner*, *Captain Marvel* and more.

In the '70s, Thomas' influence at Marvel widened to include the first adaptation of Robert E. Howard's *Conan the Barbarian*, a reinvention of Adam Warlock, and a new super-team, The Defenders. By 1972 Roy was selected to succeed Stan Lee as editor in chief. His tenure as EIC lasted for over two years before he returned to his writer/editor role on *Fantastic Four*, *Thor*, *Savage Sword of Conan*, *What If...?* and *The Invaders*.

In 1980, he left the House of Ideas for DC to pursue a lifelong dream by reviving the Justice Society of America in the pages of *All-Star Squadron*. He wrote many more comics for DC and Marvel over the next two decades and is still active today, writing comics, historical studies, adaptations of classic novels and publishing his award-winning *Alter Ego*. Thomas' career contributions were acknowledged with his induction into the Eisner Hall of Fame's 2011 class. He lives in South Carolina with his wife and collaborator, Dann, and an amazing menagerie of animals that must make the neighbors nervous.

ALAN WEISS

Artist Alan Weiss joined creative peers like Jim Starlin, Steve Englehart and Steve Gerber as part of a 1970s' vanguard of creators who pushed mainstream comics in progressive directions. Weiss established himself with Western and horror stories for DC and broke in at Marvel on an issue of *Daredevil* with Barry Windsor-Smith. As the decade went on, he penciled, inked and sometimes wrote a variety of titles for the company, including *Sub-Mariner*, *Deadly Hands of Kung Fu* and *Avengers*. His work gained a new profile with his contributions to two *Marvel Comics Super Special* issues featuring the rock band KISS. In the '80s, Weiss wrote and drew his *Steelgrip Starkey* for Marvel's Epic line, and in 1994 launched *War Dancer* for Jim Shooter's Defiant Comics. His most recent work in comics was on "Young Tom Strong" in Alan Moore's *Tom Strong's Terrific Tales*. Weiss continues to appear at conventions and draw commissioned work for fans.

Biographies researched and written by John Rhett Thomas

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NICK FURY, AGENT OF S.H.I.E.L.D. VOLS. 1-3
NOT BRAND ECHH VOL. 1

THE MARVEL AGE

It was August 1961 and change was hitting the newsstands. *Fantastic Four* #1 did not feature the squeaky-clean heroes of yesteryear. These were real characters placed in extraordinary circumstances. They lived together, they fought among themselves—and sometimes, they even lost to the bad guys. This was more than a change in attitude: It was the beginning of something entirely different—the Marvel Age of Comics!

Thanks to the fertile imaginations of Stan Lee, Jack Kirby, Steve Ditko and others, an unending list of heroes followed the FF with ever-increasing acclaim and popularity: the Amazing Spider-Man, the Mighty Thor, the Incredible Hulk, Daredevil, Iron Man and the X-Men, to name but a few. These were the Marvel heroes, born of conflict and a continuous struggle to balance human lives with superhuman responsibilities.

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SGT. FURY VOLS. 1-4
SPIDER-WOMAN VOL. 1
THE SILVER SURFER VOLS. 1-2
THE SUB-MARINER VOLS. 1-7
WARLOCK VOLS. 1-2
THE X-MEN VOLS. 1-8
THE UNCANNY X-MEN VOLS. 1-9

THE GOLDEN AGE

As the Great Depression wore on and the specter of war hung over the heads of all Americans, a new entertaining escape from the newspapers' horrifying realities was born: the comic book. Within their four-color pages, larger-than-life super heroes could make short work of America's foes, giving readers of all ages hope for victory against the real-life enemies that faced the United States.

At the forefront of this new medium was Timely Comics, a young company staffed by such legendary talents as Carl Burgos, Bill Everett, Joe Simon, Jack Kirby and Stan Lee. These skilled writers and artists created a vast array of characters that would give rise to the Marvel Universe!

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GOLDEN AGE CAPTAIN AMERICA VOLS. 1-6
GOLDEN AGE DARING MYSTERY VOLS. 1-2
GOLDEN AGE HUMAN TORCH VOLS. 1-3
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GOLDEN AGE U.S.A. COMICS VOLS. 1-2
GOLDEN AGE YOUNG ALLIES VOLS. 1-2

THE ATLAS ERA

Seeing super heroes waning, Timely Comics evolved into Atlas Comics and took on a vast new range of genres: science-fiction tales of outer space adventures and unimaginable monsters; realistic war comics; buxom jungle heroines; horror comics that would become the center of a moral panic that rocked the industry; and romance comics for the emerging teen audience. Even the classic costumed heroes of the '40s retooled to take on the threat of Communism. From Western gunfighters to crime to horror, Atlas had it all!

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ATLAS ERA BLACK KNIGHT/YELLOW CLAW VOL. 1
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